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the AMAZING SPIDER-MAN®

RETURN OF THE SINISTER SIX

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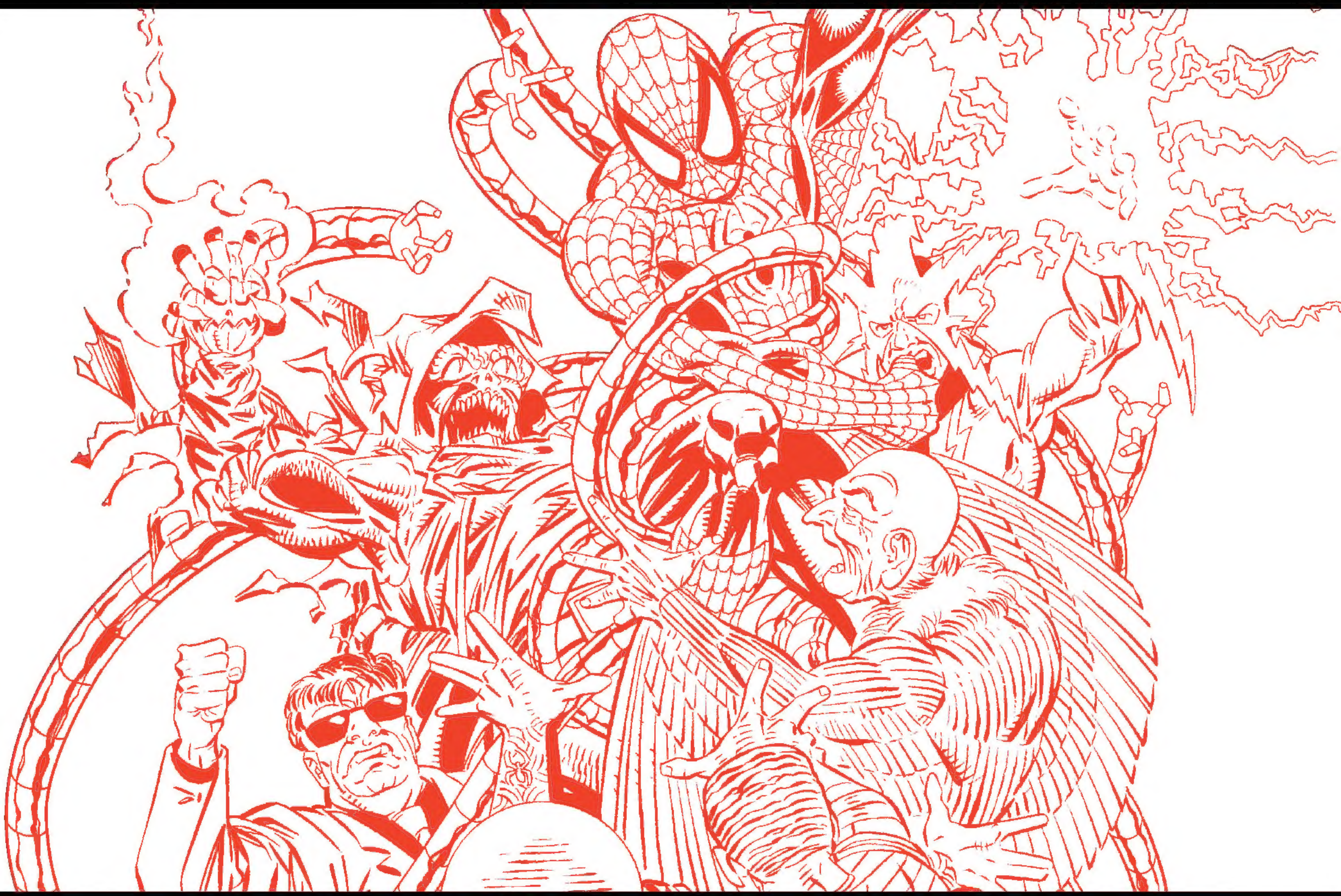

the AMAZING SPIDER-MAN

RETURN OF THE SINISTER SIX

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"SPIRITS OF THE EARTH"

AMAZING SPIDER-MAN #334, EARLY JULY 1990
"SECRETS, PUZZLES AND LITTLE FEARS..."

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"SHOCKS!"

AMAZING SPIDER-MAN #336, EARLY AUGUST 1990
"THE WAGERS OF SIN"

AMAZING SPIDER-MAN #337, LATE AUGUST 1990
"RITES AND WRONGS"

AMAZING SPIDER-MAN #338, EARLY SEPTEMBER 1990
"DEATH FROM ABOVE"

AMAZING SPIDER-MAN #339, LATE SEPTEMBER 1990
"THE KILLING CURE"

AMAZING SPIDER-MAN #340, OCTOBER 1990
"THE HERO SUBTRACTER"

AMAZING SPIDER-MAN #341, NOVEMBER 1990
"WITH(OUT) GREAT POWER..."

AMAZING SPIDER-MAN #342, DECEMBER 1990
"THE JONAH TRADE!"

AMAZING SPIDER-MAN #343, JANUARY 1991
"WAR GARDEN!"

AMAZING SPIDER-MAN #344, FEBRUARY 1991
"HEARTS AND POWERS"

AMAZING SPIDER-MAN #345, MARCH 1991
"GUN FROM THE HEART!"

AMAZING SPIDER-MAN #346, APRIL 1991
"ELLIPTICAL PURSUIT!"

AMAZING SPIDER-MAN #347, MAY 1991
"THE BONEYARD HOP!"

AMAZING SPIDER-MAN #348, JUNE 1991
"RIGHTEOUS SAND"

AMAZING SPIDER-MAN #349, JULY 1991
"MAN OF STEAL!"

AMAZING SPIDER-MAN #350, AUGUST 1991
"DOOM SERVICE!"

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MARVEL GRAPHIC NOVEL

the AMAZING SPIDER-MAN®

SPIRITS of the EARTH

by CHARLES VESS

STAN LEE PRESENTS

the AMAZING SPIDER-MAN®

SPIRITS of EARTH

WRITTEN AND ILLUSTRATED BY

CHARLES VESS

THIS ONE'S FOR MAURICE WALSH AND NEIL GUNN,
WHOSE WRITINGS BROUGHT THE PEOPLE AND LANDSCAPES
OF SCOTLAND ALIVE FOR ME.

—**CHARLES VESS**
MOUNTAINDALE, NY 1990

Lettered by Gasper Saladino • Edited by Jim Salicrup • Editor in Chief, Tom DeFalco

IMAGINE STANDING ATOP A SLEEK GLASS AND METAL SKYSCRAPER AND CAGUALLY FLINGING YOURSELF OUT OVER A DARKENED CITY...

ONLY TO BREAK YOUR FALL MOMENTS LATER WITH A THIN STRING-LIKE SUBSTANCE OF YOUR OWN INVENTION...

WITH WHICH YOU EFFORTLESSLY SWING TO THE NEXT SHINING TOWER.

IMAGINE THE EXHILARATION, THE CONFIDENCE IN YOUR OWN ABILITES THIS WOULD BRING.

YOU WOULD KNOW THEN WHAT IT IS LIKE TO BE PETER PARKER, BETTER KNOWN TO THE WORLD AS THE AMAZING SPIDER-MAN.
AND ON THIS DARK NIGHT YOU WOULD FEEL VERY ALIVE INDEED.

PANAM

YOU WOULD HURL YOURSELF THROUGH AN ENCHANTED LAND OF LIGHTS, COLOR AND MOTION.

IT'S MAGIC TONIGHT!

THE CITY LOOKS LIKE A HUGE TOY JUST WAITING FOR ME TO WIND IT UP AND LET IT LOOSE.

DOWN BELOW, THE DRAGONS OF THE CITY CLING TO THE EARTH...

BELLOWING UP AT YOU...

DARING YOU TO ENTER THEIR COLD LAIRS.

NO! STOP!

STOP? WHAT FOR, LADY?

NYC1

AIN'T *NOBODY* STOPPIN' THIS DUDE!

YO! LOUIS, WHERE ARE YA MAN?

OVER HERE.

SO WHADJA BRING US? GIVE IT HERE!

SO HOW ABOUT IT, GUYS... WHY DON'T YOU MAKE THIS EASY AND JUST GIVE UP QUIETLY?

LET'S GET OUTTA HERE!

NO? I GUESS "EASY" JUST ISN'T IN YOUR VOCABULARY.

MAYBE I CAN TEACH IT TO YOU?

GET OFF 'IM, YA CREEP!

THACK

THIS SIDE UP

UNHHH

I'M GONNA BLOW THIS MONKEY OFF MY BACK!

GOTCHA, MONKEY-MAN!

BLAM

NOW *THAT* WASN'T A VERY NICE THING TO DO...

AFTER ALL, MY INSURANCE ISN'T PAID OFF THIS MONTH! BUT WE'LL JUST KEEP THAT BETWEEN OURSELVES.

MUM'S THE WORD!

HA! YOU GUYS HAVE BEEN VERY BUSY BOYS TONIGHT, HAVEN'T YOU?

SOMEWHAT LATER...

MMFFF

HEY MAN, GET US DOWN FROM HERE!

THEY NEVER TOLD US HOW TO HANDLE *THIS* AT THE ACADEMY

ABOUT 20 MINUTES LATER OUTSIDE A RESTAURANT ON MANHATTAN'S EAST SIDE.

I HOPE AUNT MAY HASN'T BEEN WAITING LONG.

SORRY I'M LATE.

PETER, YOU'RE ALL WET AND *FLUSHED!* I HOPE YOU'RE NOT COMING *DOWN* WITH SOMETHING.

I'M FINE.

I WAS LATE, SO I RAN THE LAST FEW BLOCKS. BESIDES, YOU KNOW HOW MUCH I LIKE THE RAIN, AUNT MAY, ESPECIALLY *TONIGHT.*

IT'S MADE THE CITY SPARKLE JUST LIKE THOSE FAIRY TALE CASTLES IN THE STORIES YOU USED TO READ TO ME WHEN I WAS A KID.

AFTER A LONG AND RELAXED DINNER...

SO, MARY JANE AND I ARE GOING TO TAKE A SORT OF SECOND HONEYMOON NEXT WEEK.

THAT'S WONDERFUL! THE BOTH OF YOU ARE FAR TOO BUSY BEING SUCH A MODERN COUPLE THAT YOU NEVER HAVE MUCH CHANCE TO GET TO KNOW EACH OTHER.

WHERE ARE YOU GOING... THE CARIBBEAN?

NO, NOT QUITE. LAST WEEK WE RECEIVED A LETTER FROM ONE OF MARY JANE'S RELATIVES... A MRS. MacLEOD. IT WAS WRITTEN JUST BEFORE SHE DIED.

I'M SO SORRY! DID MARY JANE KNOW HER WELL?

NO, NOT REALLY. BUT MRS. MacLEOD MUST HAVE THOUGHT THE WORLD OF MARY JANE, BECAUSE SHE LEFT US HER PROPERTY IN SCOTLAND.

SO NOW WE HAVE TO GO OVER THERE AND UNTANGLE SOME LEGAL MATTERS. HER LETTER EXPLAINS THE WHOLE SITUATION...

MISS MACLEOD
ROSSHIRE
IV40 8BE
SCOTLAND

"...MY SPIRIT IS TROUBLED BY EVENTS IN MY OWN DEAR HIGHLAND THAT I HAVE NO CONTROL OVER. I HAVE NO WISH TO SEE THIS LAND SOLD TO THE BUSINESS DEVELOPERS WHO HAVE COME TO TEAR THE HEART OUT OF OUR EARTH."

"EVERYBODY THESE DAYS TALKS OF THE MONEY THEY ARE BEING OFFERED FOR LANDS THAT THEIR FAMILIES HAVE LIVED ON FOR GENERATIONS. EVEN THE OLD LAIRD IN HIS GREAT CASTLE HAS LOST HEART AND URGES US TO SELL."

CUSTOMS

"FOR MYSELF, I HAVE NO OTHER WISH THAN TO BE LAID TO REST ON OUR HEATHERED HILLSIDES. SO IT SEEMS LIKE A FLEETING GIFT, TO GIVE YOU THIS WEE BIT OF LAND, BUT IT IS ALL I HAVE AND YOU ARE ALL THAT IS LEFT TO ME."

"PERHAPS IF YOU COME SOON YOU WILL STILL BE ABLE TO FIND A LITTLE OF THE PEACE THAT HAS FILLED MY LIFE HERE."

"AND THAT IS REALLY MY TRUE INHERITANCE TO YOU AND YOUR HUSBAND."

LET'S SEE IF WE CAN FIND SOME TRANSPORTATION.

THE FIRE UP TO CASTLE DUNCRAIG WAS AYE AN AWFUL SIGHT. YOU COULD BE SEEING THE GLOW FROM IT AWAY DOWN THE GLENSIDE.

WELL, THERE SHE IS... AN' PRETTY AS A PICTURE POSTCARD SHE IS INDEED. LOCHALSH.

I HOPE YOU 'N' THE MISSUS WILL HAVE A GRAND STAY IN OUR HIGHLANDS. IT WOULD BE A FINE PLACE FOR RELAXING.

THE BRUCE

THANK YOU, I THINK WE WILL.

OH, IT'S ALL *SO* QUAINT!

YEAH. IT'D TAKE MORE THAN A SUBWAY TOKEN TO GET BACK TO MANHATTAN FROM *HERE*.

NO, PETER, MY LOVE, NEW YORK IT IS NOT.

HELLO! YOU MUST BE ALAN SINCLAIR. WE CABLED YOU ABOUT RENTING A ROOM FOR THE WEEK.

AYE TO BE SURE... THEN IT'S MR. AND MRS. PARKER IS IT?

NOW I'VE A FINE WELCOME TO GIVE YOU BOTH. WE'VE BEEN EXPECTING THE YOUNG LADY FOR SOME TIME.

YOU'LL BE THE NIECE OF MARY MacLEOD, THE SAME THAT SHE LEFT HER COTTAGE TO. A FINE LADY WAS OUR MARY, SHE SPOKE OF YOU MANYS THE TIME. IT'S PLEASED I AM TO BE MEETIN' A RELATION OF HERSELF.

WHY, THANK YOU.

NOW YOU'LL BE TIRED FROM THE TRAVELING SO I'LL BE TAKIN' YOU UP TO YOUR ROOMS. A WEE BIT OF REST BEFORE DINNER WILL NO HURT THE EITHER OF YOU.

GREAT.

THE NEXT DAY.

THE LETTERS SHE WROTE ALWAYS MADE ME FEEL SO CLOSE. I ALMOST FELT AS IF I KNEW HER.

AND THE NEXT, AT THE MacLEOD CROFT *...

LOOK...HER WHOLE LIFE IS IN THESE PICTURES. AND, OH PETER, HERE SHE IS AT MY CHRISTENING.

*COTTAGE.-J.S.

THE MORNING AND AFTERNOON OF THE THIRD DAY GREETS OUR VISITORS WITH A STEADILY FALLING SHEET OF COLD RAIN.

OKAY, LOVER, WHAT'S THE GLOOMY LOOK FOR?

I ***DON'T*** KNOW. MAYBE I JUST MISS THE RUMBLE OF THE CITY UNDER MY FEET.

THEN WE'LL JUST HAVE TO MAKE OUR ***OWN*** RUMBLE. WAIT A SEC AND I'LL CHANGE INTO SOMETHING APPROPRIATE.

AT THE PUB, DOWNSTAIRS...

...!

DHIA!

I DON'T KNOW ABOUT THIS--

COME ON, YOU OLD STICK IN THE MUD! IT'LL BE *FUN!*

YOU LADS HAD BEST HAVE A GOOD REASON--

EH!

UHM, UH... UH-- HI.

ACH! WELL I'LL CERTAINLY EXCUSE THE LADS THIS TIME. IF YOU'LL HAVE THE NEXT GAME WITH ME *MISS...?*

IT'S *MRS.* PARKER! AND YES, *I'D* LOVE TO HAVE THE NEXT GAME WITH YOU.

DIDN'T YOU HANG OUT WITH REAL POOL SHARKS, SO YOU...

KNOW A ***FEW*** TRICKS OF THE TRADE? YES, SO RELAX, TIGER, I'LL BE BACK SOON.

I LOVE THAT WOMAN.

I'M TELLIN' YE I HEARD THEM UP TO THE MOOR. IT WAS A NAE* CANNY SOUND SO IT WAS.

*NO OR NOT. - J.S.

ALL RIGHT, GENTLEMEN, WHAT'RE YOUR RULES?

I COULD JUST FEE THE FINGERS OF DOOM CREEPIN' DOWN MY BACKSIDE.

IT WAS THE ***FAEIRIES*** RIGHT ENOUGH!

I KIN* BY HIS EXPRESSION THAT OUR AMERICAN FRIEND DOES NO BELIEVE WHAT HE HEARS.

HAVE YOU NO THE GHOSTS NOR FAERIES IN THE STATES?

*KNOW.--J.S.

OH, ONLY IN THE MOVIES.

BUT NO OFFENSE MEANT.

NAE OFFENSE TO YOURSELF, LADDIE, BUT THE HIGHLANDS BE A DIFFERENT WORLD ALTOGETHER THAN YOUR CITIES.

AYE, WHO ELSE BUT THE FAERIES COULD HA' TAKEN THE LAIRD'S* YOUNG GRANDSON?

*LORD'S

THE WEE BAIRN'S* DISAPPEARANCE BROKE THE OLD MAN AND THERE HE SITS NIGHT AFTER NIGHT.

NOT EVEN DARING TO GO BACK UP TO DUNCRAIG.

AYE, IT WOULD BE THE **RARE** MAN THAT **WOULD** GO NEAR TO THE CASTLE THESE DAYS.

*CHILD'S

SIXTEEN GENERATIONS O' MY FAMILY HAVE WORKED THESE SAME HILLS, BUT TODAY NOTHING WILL GROW. EVEN THE CURSED SHEEP ARE AFTER DYING. 'TIS INDEED A HAUNTED LAND.

I'M FOR SELLING MY HOME TO THESE LAND DEVELOPERS, AND GOOD RIDDANCE TO IT I SAY!

WHA?!

MR. PARKER, YOU ARE LOOKING AT A TRUE POOL WHIZ!

HEY, YOU GOT THE GLOOMS AGAIN!

HOW CAN YOU HAVE THE GLOOMS WHEN YOUR ***FAVORITE*** REDHEAD JUST TRIUMPHED AGAINST SUCH FEARSOME ODDS?

MAYBE A FEW KISSES WILL HELP MATTERS.

YOUTH, OCH, A FEW KISSES WILL NO CHASE THE GHOSTIES AWAY.

BHA!

I'M SORRY, GHOSTS? YOU MEAN LIKE IN "GHOSTBUSTERS" OR SOMETHING?

I HEARD THAT, YOUNG WOMAN...

...AND YOUR SARCASM IS WASTED HERE. I HAVE ***SEEN*** THE FAERIES. THEY HOUNDED ME FROM THE HOME IN WHICH I WAS BORN.

AND THEY HAUNT IT STILL.

THEY WANT US TO LEAVE THIS LAND.

HIST, UNCLE. YOU WOULDN'T WANT TO BE UPSETTING OUR GUESTS NOW, WOULD YOU?

WHAT IS GOING ON HERE? FAERIES KIDNAPPING A CHILD? AND THAT BIG FELLOW, ANGUS... I DON'T LIKE HIM. BUT MAYBE IT'S JUST BECAUSE OF THE WAY HE TREATED MARY JANE...

OR AM I JUST BEING JEALOUS?

NO! I WILL NOT BE SILENT, I WILL SPEAK MY PEACE FOR ONCE!

IT WAS NO THE FAERIES THAT TOOK THE WEE BAIRN!

ALL THE GENERATIONS OF YOUR FAMILIES HAVE LIVED IN THESE HILLS! IT IS A GOOD LAND TO YE STILL.

THE FAERIE FOLK HAVE LONG BEEN AT REST, DINNAE LET YOUR FEARS RUN YE FROM YOUR HOMES.

AND **WHY** SHOULD WE BE BELIEVING THE LIKES OF YOU, OLD WOMAN?

WE ALL KNOW YOU AND IT IS MAIRI WE CALL YOU TO YOUR FACE. BUT IT IS **MAD** MAIRI WE CALL YOU BEHIND YOUR BACK.

YE FEARS BE MAKING OF YE A FOOL.

EXCUSE ME!

I KNOW YOU WOULDN'T WANT TO HURT AN OLD WOMAN...

YES... **YES!** YOU'RE QUITE RIGHT, LAD. I LOST MY HEAD... MUST APOLOGIZE OF COURSE.

MAIRI, I'M SORRY FOR MY...

SHE'S **GONE!**

MUCH LATER.

I DON'T KNOW WHAT TO THINK...

I KNOW WHAT TO THINK AND IT'S THAT WE BOTH NEED A GOOD NIGHT'S SLEEP.

AND LATER STILL...

I DON'T LIKE LEAVING HER LIKE THIS, BUT I JUST CAN'T SLEEP... ALL THIS TALK OF FAERIES AND GHOSTS. I THINK I'LL CHECK OUT THE OLD LAIRD'S CASTLE.

ANYWAY, I'LL BE BACK LONG BEFORE MARY JANE WAKES UP.

NOW YOU TAKE CARE AND DON'T LET THE 'WEE GHOSTIES' GET YOU...

'CAUSE I LOVE YOU.

JEEZ, WHERE'S AN UPTOWN BUS WHEN YOU NEED ONE? THIS WALKING THROUGH THE HEATHER IS FOR THE BIRDS!

HOPE I DON'T NEED AN INVITATION TO COME FOR A VISIT!

PRETTY SPOOKY, ALL RIGHT.

IT LOOKS LIKE THE FIRE DIDN'T CAUSE TOO MUCH HARM AFTER ALL.

ONLY THE ROOF SEEMS TO HAVE ANY REAL DAMAGE. IT *CERTAINLY* WAS A *WELL-CONTAINED* FIRE...

NO EFFECT AT ALL DOWN HERE.

BOY! SOME PORTRAIT! MUST BE THE *YOUNG* LAIRD.

NICE LOOKING KID, ALL RIGHT.

AFTER MAIRI LEFT LAST NIGHT, ALAN TOLD ME SOMETHING ABOUT THE LAIRD'S FAMILY. EXCEPT FOR THE BOY AND NEPHEW, ANGUS, THEY'VE ALL DIED BY MISHAP OR ILLNESS.

NO ONE CARES TOO MUCH FOR ANGUS SO YOUNG SIR HUGH WAS THE LAST HOPE OF THE MUNRO CLAN.

HIS DISAPPEAR-ANCE SEEMS ***TOO*** CONVENIENT, WHAT WITH THESE DEVELOPERS SHOWING UP AT THE SAME TIME.

OH, WELL, LET'S HAVE A LOOK AROUND...

NOTHING BUT THE USUAL SUITS OF ARMOR AND GLOOMY CORRIDORS WITH DUSTY PORTRAITS LINING THE WALLS. NOTHING I HAVEN'T SEEN IN A ZILLION MOVIES.

THE MUNROS HAVE LIVED HERE FOR SIX CENTURIES... ***SIX CENTURIES.*** THE MOST I'VE EVER LIVED IN ANY APART-MENT WAS A COUPLE OF YEARS.

THAT ELECTRICAL HUM... MUST BE A POWER GENERATOR AROUND HERE SOMEPLACE.

HAWOOO

THAT WAILING IS COMING FROM...

...OUTSIDE!

WHA?!

I DON'T BELIEVE IT...

HHHAAAAAAWHOOOOOOOOOOO

YIPE! I THINK ONE OF THOSE GHOSTIES JUST SAW ME!

YEP! AND BY THE LOOKS OF IT HE ISN'T TOO HAPPY ABOUT MY BEING HERE.

RIGHT... HE'S WALKING ON AIR! WELL, WHY NOT, HE'S A GHOST ISN'T HE?

RELAX, FELLA! THIS IS JUST AN INFORMAL VISIT. NO NEED TO COME AND INTRODUCE YOURSELF.

WOULDN'T YOU RATHER BE SOMEWHERE ELSE?

I KNOW I WOULD! RIGHT NOW EVEN 42ND STREET SOUNDS REAL GOOD TO ME!

WHAT'S THE MATTER, CAT GOT YOUR TONGUE?

MAYBE GHOSTS DON'T HAVE TONGUES.

GREAT!! I THINK HE'S GETTING BIGGER!

DEFINITELY GETTING BIGGER!

OKAY, FELLA. THIS IS YOUR LAST CHANCE TO TALK THIS THING OVER...

HHHARROOOOOOOOOO

THIS GUY SURE PLAYS ROUGH.

THWIPP

KAWHAP!

HE'S GONE!

sheesh, I WOULDN'T BE SURPRISED TO SEE OLD BANQUO'S GHOST SHOW UP RIGHT NOW.

IN FACT, I DON'T THINK I'D BE SURPRISED BY ANYTHING JUST NOW.

OH, WELL, THE BED BACK AT THE INN IS BEGINNING TO LOOK REAL GOOD TO ME...

HOURS LATER, BACK AT THE INN...

LOOKS LIKE PETER'S HAD A ROUGH NIGHT OF IT. MAYBE SOME TEA WOULD HELP?

I WONDER HOW MANY WIVES ARE FIXING BREAKFAST FOR THEIR HUSBANDS...

'CAUSE THEY WERE RUNNING AROUND DRESSED UP IN FUNNY COSTUMES LAST NIGHT AND CAME HOME TOO EXHAUSTED TO TELL HER ABOUT IT.

NO ONE AROUND...

GUESS I'LL JUST HELP MYSELF.

OCH, LASSIE, MAYBE YOU'LL BE NEEDIN' SOME HELP?

THAT WILL BE QUITE ENOUGH, ANGUS!

UNCLE, YOU ALWAYS DID HAVE SUCH A HABIT OF SPOILING MY FUN.

BUT SOON ENOUGH YOU'LL BE LEARNING MY SENSE OF HUMOR.

FORGIVE HIM, IF YOU WILL.

THANKS A LOT, I DON'T KNOW WHAT...

WELL, *REALLY* MY DEAR.

YOU SHOULD *EXPECT* THIS SORT OF THING PARADING AROUND WITH JUST YOUR BED CLOTHES ON.

OH, *REALLY* YOURSELF, SIR HUGH! THIS IS THE 20TH CENTURY IF YOU HAVEN'T NOTICED, AND I DON'T SEE WHY I SHOULD HAVE TO DRESS UP...

...JUST TO GET A CUP OF TEA!

EH! HRRUMPH...

QUITE RIGHT, M' DEAR...

I WAS BEING FRIGHTFULLY RUDE. SHALL WE SIT AND HAVE SOME OF THAT TEA YOU WERE MAKING?

PETER, YOU LAZY BOY, WAKE UP!

¡HUMMPH!

I'VE *JUST* HAD THE NICEST TALK WITH SIR HUGH. THE OLD DEAR ASKED ME TO A MEETING TONIGHT. THE *WHOLE* VILLAGE IS GOING TO BE THERE TO DISCUSS THE SALE OF OUR LAND.

THEN HE GOT ALL MYSTERIOUS AND TALKED ABOUT THAT OLD WOMAN, MAIRI. THEY CALL HER "DARK MAIRI OF THE SHORE" BECAUSE SHE...

"...LIVES OUT ON THAT ISLAND IN THE LOCH. YOU CAN JUST WALK RIGHT OUT TO IT AT LOW TIDE. BUT NOBODY DOES 'CAUSE THEY THINK SHE'S A WITCH AND ALL THAT."

THIS MAIRI SEEMS LIKE THE RIGHT PERSON TO ASK ABOUT THESE GHOSTS. LAST NIGHT SHE DIDN'T SEEM TO BELIEVE IN THEM EITHER.

BUT I SAW THEM, AND ***FELT*** THEM TOO.

BOY, THESE HIGHLANDS SURE HAVE A PREMIUM ON THIS ***HAUNTED*** LOOK.

I ***KNOW*** WHY YOU ARE HERE.

MAIRI...

COME...

...WITH ME.

I WILL ANSWER ALL YOUR QUESTIONS.

FOR A MOMENT... IN THAT LIGHT, SHE LOOKED... SO MUCH LIKE MARY JANE.

NAW! THIS PLACE JUST REALLY HAS ME SPOOKED.

MAN O' THE CITIES, YE ASK IN YOUR HEART IF THE OLD MAGIC IS STILL IN THIS PLACE.

I AM TELLING YE THE FAERIES ARE LONG DEAD. THOSE MAGICS WERE GONE BEFORE THESE HILLS WERE EVER BORN.

I KNOW THIS FOR I TEND TO THIS LAND AND CARE STILL FOR ITS FAERIES MOUNDS.

BUT LAST NIGHT AT THE CASTLE, I **SAW** THINGS, FAERIES OR GHOSTS OR SOMETHING!

I DINNAE KIN WHAT YE SAW THERE, LAD, BUT IT WAS NO FAERIE FOLK. THEIR DANCE IS WELL AND TRULY DONE.

BUT THE EARTH, SHE IS ALWAYS AFTER HAVING HER *OWN* MAGICS. THOSE THAT LIVE AWAY INTO THE CITIES HAVE TRIED TO COVER IT OVER WITH THEIR CONCRETE AND STEEL.

BUT OUT HERE THE EARTH IS ***STILL*** ALIVE. YE CAN FEEL ITS BREATH. YE CAN ***SEE*** IT TOO, IF YE KNOW HOW TO LOOK FOR IT.

CAN YE NAE SEE THE SUN PLAY ACROSS THE WATER OR THE CLOUD-SHADOWS RACE DOWN THE MOUNTAIN-SIDE? IS NAE THAT MAGIC?

YE SMELL ***THAT*** MUCH OF THE CONCRETE AND STEEL, YET I AM ALSO FEELING THAT THERE IS MORE THAN JUST THE CITY DWELLER IN YOUR PARTS.

IN YE IS THE POWER TO SEE THE ***TRUE*** MAGIC OF THIS LAND.

THEY TALK THROUGH THE LONG SCOTTISH AFTERNOON AND PETER FOR THE FIRST TIME BEGINS TO FEEL AT EASE WITH HIS SURROUNDINGS.

BUT HE LEAVES EVEN MORE PERPLEXED THAT WHEN HE CAME

CITY WAYS I UNDERSTAND: GIVE ME A VILLAIN WHO WANTS TO CONTROL THE UNDERWORLD AND I CAN FIGHT THAT.

BUT OUT HERE THE RULES ARE SO DIFFERENT. I JUST DON'T KNOW.

WHEN PETER ARRIVES BACK IN THE VILLAGE HE FINDS THE STREETS DESERTED, ECHOING HIS FOOTSTEPS BACK AT HIM IN A SLOW RHYTHMIC TAP DANCE THAT ALLOWS FOR NO SPEEDING TRAINS OR BLARING TAXI-CAB HORNS.

EVERYONE MUST BE AT THE MEETING MARY JANE WAS INVITED TO.

IF THEY SELL THEIR LAND THEY'LL BE GIVING UP ALL THIS PEACE AND QUIET...TOO MUCH PEACE AND QUIET FOR ME BUT IT SEEMS SUCH A PART OF THESE PEOPLE.

MY CLOTHES WILL BE SAFE IN THESE BUSHES...

BETTER CHECK OUT THE MEETING IN CASE THAT ANGUS FELLOW PULLS ANY FAST ONES.

INSIDE, THE MEETING IS WINDING DOWN.

SO, AS MR. ANGUS MONROE HAS MADE SO CLEAR, THE TERMS ARE SIMPLE AND THE BUSINESS PEOPLE *ARE* AFTER OFFERING US A GREAT DEAL OF MONEY. WE WILL BE THINKING LONG AND HARD ABOUT IT BEFORE WE MAKE OUR FINAL DECISION NEXT WEEK.

BUT BEFORE WE GO I AM WONDERING IF SIR HUGH IS HAVING ANYTHING HE WOULD LIKE TO SAY TO US?

THIS MORNING SIR HUGH TOLD ME THAT HE HAD SEEN THE TRUTH IN WHAT MAIRI HAD SAID.

HE WANTED ME TO SIT AND GIVE HIM SOME '20TH CENTURY SPUNK' SO HE WOULD SPEAK OUT ABOUT STAYING HERE.

BUT NOW HE JUST KEEPS STARING AT THAT HORRID MAN.

NO...*NO!* I HAVE NOTHING TO SAY.

WELL, THEN. THERE IS SOMETHING I WISH TO SPEAK OF.

I'VE KNOWN THE MOST OF YOU ALL MY LIFE. OUR PARENTS ARE BURIED ALONGSIDE TO EACH OTHER OUT IN THE KIRK-YARD*. WE ARE A CLOSE COMMUNITY, ONE THAT KNOWS NO OTHER HOME THAN HERE.

WHERE WILL WE GO WHEN THIS LAND IS NO LONGER *OUR* HOME?

OF LATE, TRAGEDY HAS WALKED OUR GLENS, BRINGING GRIEF TO MANY OF US, SIR HUGH MOST OF ALL. THE LOSS OF THE YOUNG LAIRD WAS INDEED A HARD BLOW.

BUT WE ***MUST NOT*** DESPAIR. THIS IS ***MY*** HOME AND I FOR ONE HAVE NO WISH TO BE LEAVIN' IT TO SOME STRANGERS. AND, WELL... THAT'S ALL I HAVE IN ME TO SAY.

*CHURCHYARD.--J.S.

SORRY, M'DEAR. PERHAPS ONE DAY YOU WILL UNDER-STAND.

I'M GOING TO HAVE TO CHECK UP ON MR. ANGUS AFTER THIS MEETING.

HE'S JUST GOING TO LEAVE WITHOUT A ***WORD!***

STEADY THERE, LASS, IT'S HIS RIGHT.

OUTSIDE THE VILLAGERS LINGER, TALKING IN SOFT TONES TO THEIR NEIGHBORS.

THE RISE AND FALL OF THEIR SPEECH IS FILLED WITH THE MYRIAD CONCERNS FOR THE POSSIBLE FUTURE.

MORE THAN ONCE, TALK OF THE RECENT HAUNTINGS THAT HAVE TROUBLED THEIR LIVES HERE BRINGS A BLACK FROWN TO THE FACES IN THE CROWD.

YOW!

GREAT! JUST WHAT THIS TOWN NEEDS! MORE SPOOKS, AND THEY DON'T LOOK LIKE THEY'VE COME TO PAY A SOCIAL CALL EITHER.

MAYBE I'VE GOT ENOUGH WEBBING TO BUNDLE THEM UP AND SEND THEM BACK TO THE CASTLE.

NO, WAIT! THEY'RE DISSOLVING INTO SOME SORT OF CRAZY FIREWORKS DISPLAY. MUST BE MY LUCKY NIGHT AFTER ALL.

uh-OH!

LUCK, DID SOMEONE MENTION LUCK? THOSE FIREWORKS LEFT ME UP HERE ON THE ROOF STICKING OUT LIKE A SORE THUMB.

AND NOW THE CROWD'S GOING TO THINK I'M PART OF THE SPOOK PARADE.

DEMON!

RELAX! AREN'T YOU GUYS TAKING THINGS A BIT TOO SERIOUSLY?

THERE IT IS!

KILL IT!

HEY, IF THAT'S THE WAY YOU GUYS FEEL ABOUT ME THEN I'M OUT OF HERE.

BUT WHAT YOUR FRIENDLY NEIGHBOR-HOOD SPIDER-MAN NEEDS RIGHT NOW ARE SOME SKYSCRAPERS. THE TREES ARE TALLER THAN THE BUILDINGS AROUND HERE.

STILL, IT KINDA REMINDS ME OF AN OLD TARZAN MOVIE...

THESE PEOPLE ARE OUT OF THEIR MINDS!

M.J. WAS DOWN THERE IN THAT CROWD!

SHE'S LIABLE TO GET HERSELF HURT BY THIS MOB. I'VE GOT TO PUT A STOP TO THIS...

TROUBLE IS, THERE'S NO PLACE TO GET AWAY FROM THESE WACKOS!

NOPE, I GUESS NOT!

YIP YIP YIP YIP YIP YIP YIP YIP YIP

A SKYSCRAPER IS DEFINITELY WHAT THE DOCTOR ORDERED!

MAYBE I CAN HIDE IN HERE.

GRRRRRR

THE DEMON!

THERE IT GOES!

THIS IS *NOT* WHAT I HAD IN MIND WHEN I GOT UP THIS MORNING...

MAYBE I SHOULD HAVE STAYED IN BED.

HEADS *UP!*

THERE'S M.J. ...

...HAD TO TWIST MY FALL TO MISS HER AND LAND ON THIS POOR SLOB'S BACK... WHERE TO NOW...

JUST PASSING THROUGH, FOLKS!

THAT ALLEY...

DOWN HERE!

IT WENT DOWN HERE!

OVER THIS WAY!

I SEE IT!

MARY JANE DIDN'T EVEN NOTICE ME UP HERE IN THE SHADOWS.

NOW I'LL HEAD BACK TO THE CHURCHYARD AND SLIP INTO MY CIVIES...

OH, NO!

MMMOOOOOOO!

OVER HERE!

LOOK! THERE IT IS, THE DEMON!

HEY, I DON'T LIKE IT WHEN PEOPLE CALL ME NAMES.

THIS IS LIKED BEING TRAPPED ON THE CAROUSEL IN CENTRAL PARK. ROUND AND ROUND WE GO...

...BUT WHERE WE STOP... I THINK I KNOW

RIGHT WHERE WE STARTED, IN THE CHURCH-YARD.

THERE'S M.J. ... IF I DON'T THINK OF SOME WAY OF CALMING THIS MOB NOW, SHE'S BOUND TO DO SOMETHING FOOLISH AND GET HERSELF HURT.

SOMEBODY GET A LADDER!

OH, GOD! WHAT CAN I DO TO **STOP** THIS MADNESS?

THINK, PETER, *THINK!!*

STONE THE DEMON!!

STILL YOUR FEARS, LASSIE. I WILL SEE TO THINGS HERE!

IT'S MAIRI... BUT WHAT CAN SHE DO?

MAIRI'S SOFT WHISPERING VOICE CUTS THROUGH THE CROWD'S ANGRY MOOD AND STILLS THEIR SHOUTS.

IS IT NOT MY OWN DUTY TO BE KEEPING THE DEMONS IN THE EARTH?

WHAT ABOUT THE CASTLE THEN? WHEN ARE YE PUTTING THOSE DEMONS BACK UNDER THE HOLLOW HILLS WHERE THEY BELONG?

TONIGHT.

AWED BY HER PRESENCE AND CALMED BY HER WORDS, THE CROWD BEGINS TO BREAK UP AND FILE BACK INTO THE NIGHT RETURNING TO THEIR OWN HOMES FILLED WITH CHEERY LIGHT AND THINGS FAMILIAR.

COME DOWN OUT O' THAT TREE, MAN-O-SPIDERS, AND THIS NIGHT YE WILL SEE THE MAGIC THAT IS IN THE EARTH.

DINNAE SAY THAT YE HAD *OTHER* QUALITIES ABOUT YE THAN *JUST* CITY DWELLER?

SOMEHOW SHE *KNOWS* I'M PETER PARKER!

THANKS FOR WHAT YOU DID JUST NOW, BUT MAIRI, IN AMERICA THEY CALL ME SPIDER-MAN.

THIS IS NO AMERICA OR HAD YE NO NOTICED SUCH? SO DINNAE BE THANKING ME YET, MAN-O-SPIDERS, BEFORE THE NIGHT IS THROUGH ALL YOUR TALENTS WILL BE NEEDED.

COME HERE, CHILD. YE *TOO* HAVE A PART TO PLAY IN THIS NIGHT'S MAGIC...

MAIRI, I DON'T THINK...

HAVE YE NO FAITH IN OLD MAIRI? I KIN *WHAT* WE ARE HERE FOR.

NOW WE MUST HURRY TO THE CASTLE...

FOR THE EVIL THAT SLEEPS UNDER IT WAITS FOR US ALL.

YOUR WORK IS IN *THERE*, MAN-O-SPIDERS...

OURS IS OUT HERE.

MAY THE LORDS O' THE EARTH SPEED OUR TASK.

YOU TAKE CARE. SOMEHOW, I TRUST MAIRI TO SEE US THROUGH WHATEVER HAPPENS.

YES, SO DO I.

DARK MAIRI OF THE SHORE, I'M LEAVING MARYJANE IN YOUR CARE AND TRUST THAT YOU WILL PROTECT HER AS I WOULD.

THEN HE IS GONE... LEAVING ONLY THE COLD EMBRACE OF THE WIND AND THE MIST TO THE TWO WHO REMAIN.

THIS IS A NIGHT SUCH AS WOULD BRING OUT THE ***WILD HUNT*** ITSELF.

CHILD, THERE IS MUCH THAT CAN BE OVERCOME WITH STRENGTH SUCH AS HIS. BUT ***OTHER*** STRENGTHS TOO, WE'LL BE NEEDIN' THIS NIGHT.

WON'T YE HELP OLD MAIRI NOW? I HAVE NEED OF YOUR YOUTH AND ENERGY IF WE ARE TO BRING YOUR MAN SAFELY BACK TO YE.

OF ***COURSE*** I'LL DO WHATEVER I CAN.

THEY SHOULD HANG OUT A SIGN SAYING "WELCOME TO SPOOK CENTRAL." THIS IS JUST THE KIND OF CASTLE THAT GHOSTIES AND GHOULIES WOULD BE STUMBLING OVER EACH OTHER CHECK-ING INTO!

BUT ALL MY SCIENTIFIC TRAINING MAKES ME SKEPTICAL OF GHOSTLY CLANSMEN AND FLYING DEMONS...

ESPECIALLY IN A CASTLE WHERE I CAN HEAR THE HUM OF ELECTRICAL GENERATORS THAT SOUND BIG ENOUGH TO SUPPLY A WHOLE CITY.

THE COUPLE OF TIMES I HUNG OUT WITH *DOC STRANGE* I'VE SEEN SOME PRETTY FAR OUT DIMENSIONS FILLED WITH MAGIC.

BUT THESE GHOSTIES HERE DON'T EVEN MAKE MY SPIDEY-SENSE TWITCH ONE BIT.

WHAT WE'VE GOT HERE ISN'T MAGIC, IT'S...

AH, THERE YOU ARE, MY FRIEND.

OLE BUDDY, I'M BETTING YOU'RE JUST A TECHNOLOGICAL ILLUSION... A HOLOGRAM.

YEAH! AND BOO TO YOU TOO!

I WAS RIGHT. NOW LET'S GET TO THE BOTTOM OF THIS GENERATOR BUSINESS.

THAT HUM-- COMING FROM THE DUNGEONS..?

YEAH, IT'S LOUDER NOW AND...

...COMING FROM DOWN THERE.

YOW! I CAN FEEL THE VIBRATIONS COMING UP THROUGH THE FLOOR!

MAYBE IF I LIFT UP THAT OLD DRAINAGE PLUG IT MIGHT LEAD SOME-WHERE INTERESTING!

UMMPHFF

ALL RIGHT! THAT'S MORE LIKE IT!

UNLESS THESE FAERIES HAVE JOINED THE SPACE AGE, I'D SAY THEY WERE AS HUMAN AS THE NEXT GUY.

SPLOOSH

WHAT WAS THAT?

PROBABLY NOTHIN'. JUST STALAGTITES FALLING FROM THE CEILING.

SURE IS SOME SET UP THEY'VE GOT HERE.

I FEEL RIGHT AT HOME, THIS LOOKS JUST LIKE THE SEWER SYSTEM BACK IN THE CITY--ONLY CLEANER.

Ahh. SOME FRIENDLY NEIGHBORHOOD TYPE BAD GUYS.

HEY, I *JUST* GOT THE WORD. WE WON'T BE SITTIN' ON OUR BACKSIDES IN THIS LOUSY CAVERN MUCH LONGER.

UP TOP FINALLY GOT TIRED OF WAITIN' FOR THE VILLAGERS TO LEAVE, SO WE GET TO ***MOVE*** THEM ***PERMANENTLY.***

GREAT! I'M FED UP TA HERE WITH BEING STUCK IN THIS HOLE WITH NOTHING TO LOOK AT 'CEPT SOME CRUMMY PIPES.

YOU GUYS JUST MADE MY DAY.

SHORT MOMENTS LATER...

SORRY I CAN'T STAY, BUT I'VE GOT A DATE WITH A VERY PRETTY WOMAN...

WOW!

LOOKS LIKE COMMAND CENTRAL TO ME. I'D BETTER POKE AROUND AND SEE WHAT'S UP DOWN THERE.

I CAN JUST MAKE OUT WHAT THEY'RE SAYING OVER THE HUM.

BE SURE THE **BSU** METER READING DOES NOT EXCEED 112 UNITS AT THIS TIME.

WE JUST RECEIVED WORD THAT OUR SATELLITE ORBITING STATION HAS LOCKED INTO ITS PROPER GRID CO-ORDINATES.

GOOD! AS PLANNED THEN, WITHIN 24 HOURS WE WILL BE FULLY OPERATIONAL. OUR LEADER WILL BE MOST PLEASED.

BUT WE'VE YET TO FULLY TEST OUR LASER MAGNIFICATIONS ON THE CRYSTAL STRUCTURE. IN THEORY THE FULL SPECTRUM OF ULTRA-SONIC VIBRATIONS CAN BE DIRECTED ON THE PLANET, BUT...

YOUR DOUBTS BORE ME!

NUMBERS DO **NOT** LIE. YOU HAVE SEEN THE GRID SHEETS. WITH PINPOINT ACCURACY WE WILL BE ABLE TO CREATE OR DESTROY **ANYTHING** WE CHOOSE--ANYWHERE ON THIS PLANET.

EACH FACET OF THE CRYSTAL ECHOES AND MULTIPLIES ITS OWN CAPABILITIES MANY THOUSANDS OF TIMES. ABILITY TIMES **POWER** TO THE INFINITE DEGREE!

THE POWER FROM THIS ONE CRYSTAL HAS MADE US **GODS!**

ARE THESE GUYS FOR REAL?

BETTER KEEP MOVING, I DON'T WANT TO BE SPOTTED.

SIR, COM-LINK 4 HERE. WE HAVE AN INTRUDER ON GRID STATION K29.

ALERT SECURITY. HAVE THEM INTERCEPT AND SUBDUE INTRUDER AT ONCE.

I HAVE A FEELING THAT YOUNG SIR HUGH IS DOWN HERE SOMEPLACE.

I'D BETTER FIND HIM AND *THEN* SEE WHAT I CAN DO ABOUT THESE MODERN-DAY FAERIES.

uh-oh! MORE OF THOSE GUYS IN THE FUNNY SUITS.

BUDDABUDDA BRRP!

YOU GENTLEMEN WILL JUST HAVE TO WAIT YOUR TURN...

...WHILE I TAKE CARE OF YOUR *FRIEND* HERE!

GOOD, ONLY ONE LEFT.

THIS IS JUST TOO EASY IF YOU **ASK** ME.

SIR, THE INTRUDER HAS OVERCOME OUR SECURITY FORCES.

VERY WELL. IMPLEMENT LASER SOUND MAGNIFICATION TO 200 UNITS ON DESIGNATED TARGET. GRID COORDINATE K12.

"THEORY INTO PRACTICE. NUMBERS DO NOT LIE.

"AT 200 UNITS...

"AT 150 UNITS THE BRAIN CAN *JUST* WITHSTAND THE SOUND PARTICLE VIBRATIONS.

"IT EITHER SHUTS DOWN OR IS DESTROYED."

OH--MY HEAD! STILL RINGING... HUH?

IT WAS THE FAERIES THAT TOOK HIM!

SIR HUGH!

NOT THAT I BELIEVE IN FAERIES... JUST CONFOUNDED POPPYCOCK IF YOU ASK ME.

SOMETHING MUST HAVE DRIVEN HIM OVER THE EDGE! I'D BETTER FIND A WAY OUT OF HERE FOR THE BOTH OF US.

NO! LOOKS LIKE SOME KIND OF ENERGY WALL. BETTER NOT TOUCH IT!

QUITE RIGHT! NASTY SHOCK IF YOU DO...

IT'S NO USE ANYWAY. WE'LL NEVER LEAVE HERE... ALIVE!

THE BANSHEE WILL CALL FOR US AND WE WILL FOLLOW.

THE OLD ONES SAY THEY TAKE EACH OF US IN OUR TIME TO DANCE WITH THE DEAD HERE UNDER THE HOLLOW HILLS.
MY FAMILY, MY WHOLE CLAN HAS BEEN BLIGHTED BY THIS FAERIE CURSE!

THEY ALL LIE DEAD UNDER THE EARTH. MY TWO SONS, THEIR FAMILIES. IT SEEMED THAT FOR AWHILE YOUNG HUGH WOULD ESCAPE THE CURSE.

MY PEOPLE HAD THEIR HOPES FOR A BRAVE NEW FUTURE IN HIS YOUNG HANDS.
BUT THE BANSHEE MOCKED THEIR FOOLISH HOPES AND MADE OF THE HOME OF MY ANCESTORS A HOLLOW TOMB.

IN THE END THEY TOOK HIM AND GAVE US A FINAL IRONY.
FOR ONE LIFE TAKEN, ONE WAS RETURNED.
NEPHEW ANGUS HAD DANCED THEIR CURSED CIRCLE ROUND AND RETURNED TO THE LAND OF THE LIVING, HIS SOUL DAMNED FOR ALL ETERNITY.

WITH HIM HE BROUGHT HIS FAERIE GOLD AND HIS EMPTY PROMISES OF A NEW AND BETTER LIFE FOR ALL OF US.
I SHOULD HAVE SPOKEN OUT, I COULD SEE THE HELLFIRE GLEAM IN HIS DARK EYES.

A SAD BUT TRUE TALE, UNCLE.

THE MUNRO CLAN HAD ONCE BEEN RICH AND POWERFUL. BUT OUR OWN WEAKNESS STRIPPED US OF OUR *PRIDE*! OUR *WEALTH*! *OUR STRENGTH*!

I COULD NOT ACCEPT SUCH A HERITAGE. SO I SOUGH A *DIFFERENT* LINEAGE OF MY OWN CHOOSING!

I FOUND IT BURIED DEEP IN OUR PAST. A BRANCH OF THE FAMILY THAT NO ONE EVER SPOKE OF.

DUNCAN MUNRO HAD BEEN A FOUNDING MEMBER OF THE INFAMOUS *HELL-FIRE CLUB!*

THINK OF IT! THE HELLFIRE CLUB! ITS MEMBERS BROKE EVERY MORAL STANDARD OF SOCIETY, BUT THEIR INFLUENCE REACHED DEEP INTO THE POLITICAL AND ECONOMIC BEDROCK OF THE BRITISH EMPIRE.

WE TURNED OUR BACK ON THAT ANCESTOR! DISOWNED HIM! DECLARED HIM OUTLAW IN OUR MORAL OUTRAGE!

SO WE SAT IN OUR AGING PILE OF STONE AND WATCHED AS OUR LANDS AND OUR PEOPLE WITHERED AWAY.

UNCLE! WE WERE *FOOLS!*

I KNEW IN MY HEART THAT I POSSESSED THE STRENGTH TO FOLLOW THAT SAME PATH THAT DUNCAN MUNRO TOOK ALL THOSE YEARS AGO. BUT WHERE THE MEANS?

"UNDER MY FEET IN THE HOLLOW HILLS OF THE TALES OF MY YOUTH I DISCOVERED NOT THE FAERIES DANCING THEIR ENDLESS DANCE, BUT THIS VAST CAVERN.
IN ITS CENTER LAY A CRYSTAL OF IMMENSE SIZE. I COULD FEEL ITS POWER. A POWER THAT DWARFED EVEN ITS OWN AWESOME SIZE.

DO YOU REMEMBER, UNCLE, THE DAY I WENT EXPLORING? THE DAY I NEVER RETURNED.

YOU THOUGHT ME DEAD IN SOME FALL OR ACCIDENT. YOU SEARCHED AND SEARCHED BUT NEVER FOUND MY BODY. I LET YOU *THINK* ME DEAD.

FROM THE ASHES OF THAT "*DEATH*" I AROSE, REBORN WITH THE POWER THAT I HAD SOUGHT, FOR SO LONG!

"I TOOK A SMALL PIECE OF THAT CRYSTAL AND CROSSED THE OCEAN SEEKING THE HELLFIRE CLUB IN ITS MODERN INCARNATION.
I KNEW THAT **THEY** ALONE WOULD UNDERSTAND MY AMBITIONS AND BLESS MY LUST FOR DOMINION OVER THE EARTH."

"AND IT WAS IN THEIR DARK INNER CHAMBER THAT I AT LAST FOUND MY TRUE BIRTHRIGHT...

THEY LISTENED...

THEY TESTED THE CRYSTAL...

THEN THEY PLACED THEIR FULL RESOURCES BEHIND MY PLAN."

SO I RETURNED TO THE LAND OF MY FATHERS WITH THEIR FINAL PROMISE ECHOING IN MY THOUGHTS:

"WHEN YOU HAVE PROVED YOUR WORTH, A PLACE AWAITS YOU HERE IN OUR CIRCLE."

YOU AND THE BOY ACCEPTED MY FEEBLE EXCUSES SO TRUSTINGLY. AH, YES, MY DEAR LITTLE COUSIN. HE, TOO, SHARED THE MUNRO'S FATAL WEAKNESS OF A LOVE FOR OUR PEOPLE AND THE LAND ITSELF. HE WAS TOO WEAK FOR TRUE STEWARDSHIP.

I WILL RULE THIS LAND AND BY MY OWN HANDS BOTH MAN AND NATURE WILL BEND TO MY EVERY DESIRE.

I HAVE THAT POWER!

BRING THE BOY HERE. I WISH HIM TO WITNESS THE EXECUTION OF HIS UNCLE.

I KNEW THE BOY WAS DOWN HERE.

HE STRUGGLES SO! DRUG HIM. BUT DON'T CLOUD HIS MIND. I WISH HIM TO HAVE A CLEAR MEMORY OF WHAT HE SEES HERE TONIGHT.

EVEN HERE IN THIS REMOTE HIGHLAND GLEN WE LACKED THE SECRECY WE SOUGHT FOR OUR FINAL EXPERIMENTS.

YOU AND THE VILLAGERS WERE SUCH A NUISANCE, SO I THOUGHT TO ENCOURAGE YOUR LEAVE-TAKING!

WHAT ARE THEY DOING TO THE BOY?

IT WAS SUCH AN EASY MATTER TO DIVERT A FRACTION OF THE CRYSTAL'S POWER INTO OUR LASER TECHNOLOGY AND CREATE THE ILLUSION OF GHOSTS--DEATH ANGELS.

EVEN FAERIES THAT *KIDNAP* LITTLE BOYS.

STILL YOU CLUNG TO YOUR LAND, SO TODAY, UNCLE, I BOUGHT YOUR SILENCE WITH A PROMISE THAT I WOULD TAKE YOU TO WHERE THE FAERIES DANCED AND LET YOU SEE THE BOY ONCE AGAIN.

BUT OUR PEOPLE ARE SUCH A STUBBORN LOT AND WOULD NOT LISTEN TO MY VOICE OF REASON. IT WILL *COST* THEM DEARLY.

TOMORROW NIGHT WE WILL PURGE LOCHALSH OF *EVERY LIVING* PERSON.

AS FOR OUR INTRUDER, THIS SPIDER-MAN, HE, TOO, IS AN INCONVENIENCE AND WILL *DIE* HERE TONIGHT!

FAR ABOVE IN THE MOONCAST SHADOW OF DUNCRAIG CASTLE AN OLD CRONE AND A YOUNG WOMAN HOLDS HANDS.

YOUTHFUL ENERGY FLOWS STEADILY INTO AN ANCIENT SHELL THAT HOLDS A KNOWLEDGE AND A WISDOM THAT HAS COME WITH AGE.

FROM THE STRETCHED AND SEAMED LIPS OF THE CRONE COMES A DEEP KEENING SONG OF SUCH POWER THAT IT REACHES DOWN...

...DOWN THROUGH ROCK AND STONE TO AWAKEN THE SLUMBERING MOTHER OF US ALL...

AS SHE LABORS IN HER DARK DREAM OF GRANITE AND OBSIDIAN.

SHE TURNS...

...RESTLESS IN HER SLEEP...

FOR A BRIEF MOMENT MOTHER EARTH RISES FROM HER ETERNAL SLUMBER, SHIFTS HER WEIGHT AND...

...GROANS.

AND WITH THAT GROANING SIGH SHE SPLINTERS THE DELICATE EMBRACE BETWEEN THE ARCHING ROOF OF THE CRYSTAL'S CAVERN AND ITS MOST ARDENT OF WOOERS, GRAVITY.

GRAVITY, WHOSE LONGING EMBRACE PULLS GIANT SHARDS OF ROCK DOWN TO MEET THE MAN-MADE CITY BELOW IN A DEADLY MOCKERY OF SOME LOVER'S TRIANGLE.

AT HER BEST MOTHER NATURE IS A FICKLE LOVER WHOSE SLOW, AMOROUS SONG SPRINGS FROM SOME EVERLASTING WELL OF ETERNITY THAT WILL NEVER TRULY UNDERSTAND MAN AND THE THINGS OF MAN...

THINGS THAT ARE TRANSIENT AT BEST AND NO MATCH FOR THE EAGER CARESS OF NATURE'S CRIMSON FINGERS.

QUICK! THAT'S BROKEN THE ENERGY PATTERN!

IT WAS THE BANSHEE'S WAIL... I HEARD IT... THEY'VE COME FOR ME AT LAST.

KILL THEM! KILL THEM NOW!

NO! MINE IS THE POWER TO CONTROL NATURE. I WILL NOT LET THIS HAPPEN!

DOESN'T LOOK LIKE YOU HAVE MUCH CHOICE, ANGUS, OL' BUDDY!

I HOPE SIR HUGH IS BEING CAREFUL, THOSE BAD GUYS ARE SHOOTING PRETTY WILDLY.

GLAD YOU COULD MAKE IT TO MY PARTY.

ANGUS IS GETTING AWAY WITH THE BOY.

HAVE YOU TWO MET?

THOK!

WHOOPS, MY SPIDEY-SENSE IS TELLING ME THERE'S...

SOMEONE BEHIND ME!

SO MUCH FOR THESE GUYS.

OH, NO!

THAT LAST SHOT... NOT MUCH ANYONE COULD DO ABOUT IT, THE BANSHEE CALLED. *PITY!*

YOU *MUST* SAVE THE BOY! HE'S ALL THAT'S LEFT OF MY CLAN...

GIVE HIM...THIS. IT IS OUR... FAMILY CREST. I...WISH I HAD SOMETHING MORE TO LEAVE... THE BOY... WITH...

HE'S DEAD! JUST LIKE UNCLE BEN... I COULD HAVE DONE SOMETHING TO PREVENT IT, BUT *NO*, I WAS TOO BUSY HAVING FUN PLAYING AROUND WITH THE BAD GUYS, AND NOW...

I'M GOING TO GET THE YOUNG LAIRD OUT OF HERE ALIVE, SOMEHOW. I *PROMISE* YOU THAT!

JUST WHAT I NEED-- MORE COMPANY.

I SEE THEM. ANGUS IS GOING FOR THAT ELEVATOR.

ALLEZ...

OOP!

ANGUS!

SOME DAYS I DON'T MIND HAVING THE AGILITY OF A SUPER-SPIDER AT ALL. I'D BE MINCE-MEAT RIGHT NOW WITHOUT IT.

YOU MIGHT AS WELL STOP RUNNING...

YOU CAN'T GET AWAY FROM...

...ME!

MY FRIENDS HERE WILL TAKE CARE OF YOU. IT IS WHAT THEY ARE *PAID* TO DO.

TAKE A LAST LOOK AT YOUR KNIGHT IN SHINING ARMOR, BOY! IT WILL BE THE *LAST* TIME YOU SEE HIM!

THEY'VE HEADED DOWN THAT TUNNEL.

NOW ALL I HAVE TO DO IS PLAY TACKLE WITH SOME GUYS WHO MAKE THE CHICAGO BEARS LOOK LIKE WIMPS!

WHEN WILL YOU GOONS EVER LEARN?

THE GOOD GUYS ALWAYS WIN.

I HOPE!

THIS IS NUTS! THEY'RE SHOOTING INTO THEIR OWN MEN. NOW THAT'S WHAT I CALL TAKING YOUR JOB JUST A BIT TOO SERIOUSLY.

CAN'T KEEP DODGING THESE GUN BLASTS FOREVER...

...SOONER OR LATER SOMEONE'S GOING TO GET...

...LUCKY!

UNNGG

GOT 'IM!

WELL, IT LOOKS LIKE IT'S JUST YOU AND ME, PAL!

MY SPIDER-SENSE... DANGER... THE ROOF'S GOING TO FALL IN... GOT TO DO SOMETHING... BUT MY HEAD'S SPINNING FROM THAT SHOT, I...

HERE IT COMES... BRACE YOURSELF, SPIDEY.

NO!

NOBODY ELSE IS EVEN MOVING... GUESS THEY ALL BOUGHT THE FARM ON THIS ONE ...

THIS WHOLE BUSINESS IS GETTING REALLY MESSY. ALL THESE PEOPLE DYING FOR THE POWER-MAD DREAMS OF ONE MAN.

A MADMAN THAT I'VE GOT TO STOP, NOW!

SO LET'S GO, SPIDEY. SURE YOUR ARM FEELS LIKE IT'S BROKEN AND YOUR SIDE IS THROBBING FROM THE CAVE-IN...

BUT YOU MADE A PROMISE TO A DYING OLD MAN, DIDN'T YOU? AND NO ONE ELSE CAN HELP THE BOY BUT YOU...

MY WEBBING WILL KEEP ANY MORE OF THE FUNNY SUITS FROM FOLLOWING ME INTO THIS PASSAGEWAY...

...BEFORE THE FIGHT I SAW ANGUS TAKE THE YOUNG LAIRD UP THIS WAY AND I HAVE A FEELING IT LEADS TO THE SURFACE...UNNHH!... OKAY, JUST IGNORE THE ARM, YOU HAVE TO HURRY... CAN'T LET HIM GET AWAY!

...IF ANGUS HAS HARMED THE BOY HE'S **DEAD MEAT!!**

MARY JANE AND MAIRI ARE UP THERE TOO, COUNTING ON ME...

MAIRI... DID SHE HAVE ANYTHING TO DO WITH THE EARTHQUAKE, I WONDER... STILL CAN'T FIGURE HER OUT.

HOPE THERE AREN'T ANY SIDE PASSAGES OFF THIS TUNNEL. A GUY COULD GET LOST IN THIS PLACE AND SPEN THE REST OF HIS LIFE LOOKING FOR...

LIGHT.

AT LAST.

MARY JANE! MAIRI!

DID ANGUS DO THIS?

YES, BUT I'LL BE OKAY.

PETER, HE'S STILL GOT THE BOY...

WHERE! WHERE DID HE TAKE HIM?

FROM HIGH ON THE ROCK-STREWN HILLSIDE COMES THE ANSWER...

WILL YOU GIVE ME NO PEACE?

IF THIS IS WHO YOU'VE COME FOR...

...THEN COME AND GET HIM, SPIDER-MAN!

NO PROBLEM!

MAIRI, HE'S EXHAUSTED AND HIS ARM LOOKS BROKEN...

STEADY CHILD, THERE IS MAGIC IN HIM YET!

WELL, LITTLE MAN, YOU'VE GOTTEN HERE AT LAST HAVE YOU?

I MUST WELCOME YOU THEN AS YOU DESERVE.

STEEL SPRING CALF MUSCLES HARDENED FROM A LIFETIME OF WALKING HIS HOMELAND'S LOFT GLENS SEND ANGUS' BOOT CRASHING AGAIN...

AND AGAIN...

AND AGAIN INTO AN EXHAUSTED SPIDER-MAN.

WE GAELS WERE ALWAYS SO RENOWNED FOR OUR HOSPITALITY. WELL, WHAT DO YOU HAVE TO SAY, LITTLE MAN?

UNGHHH! NOW THAT YOU'VE PUT THE BOY DOWN... PLENTY!

COME STAND BY ME!

I HAVE USED WHAT STRENGTH WE POSSESSED TO AWAKEN THE EARTH BELOW AND THERE IS LITTLE ENOUGH LEFT TO ME NOW. BUT I WOULD NAE LIE HUGGING THE GROUND IF MY MAN WALKED INTO BATTLE BEFORE ME!

THERE ARE NO WORDS LEFT TO SAY.

NO WORDS ARE NECESSARY IN THIS PRIMAL CONTEST BETWEEN MADMAN AND HERO.

BUT A MADMAN'S STRENGTH CAN NOT LONG SHELTER HIS BODY FROM BLOW...

AT LAST IT MUST SEEK AN END TO THIS RETRIBUTION-- OR PERISH.

NO MORE!

...AFTER PUNISHING BLOW.

I AM NOT WORTHY OF THE INNER CIRCLE.

I AM TOO WEAK. AS ALL MY FAMILY IS WEAK!

IN THE END THE MUNRO HERITAGE HAS CLAIMED ME AS SURELY AS IT HAS ALL THE REST.

THE BANSHEE WAILS...

...AND WE ALL MUST FOLLOW.

NO! STOP!

AGNUS WASN'T EXACTLY AT THE TOP OF MY HIT PARADE OF FRIENDS BUT WHAT A WASTE... TO END YOUR LIFE LIKE THAT.

HEY, KID, ARE YOU OKAY?

Y-YES, THANK YOU VERY MUCH.

DON'T MENTION IT... IT'S ALL IN A DAY'S WORK.

BELOW THEM THE STILL POOL THAT SWALLOWED ANGUS BEGINS TO CHURN AND TWIST INTO A WHIRL-POOL OF RAW ELEMENTAL CHAOS.

A CHAOS THAT SPLITS WIDE THE COLD STONE BENEATH THE POOL AND RUSHES INTO THE OPEN EMBRACE OF MOTHER EARTH AND THE CAVERN BELOW.

THEN AS SUDDENLY, THE EARTH SHIFTS, AND FROM DEEP WITHIN, ITS BOWELS SPEW FORTH THE WRECKAGE OF MAN-MADE DREAMS OF POWER.

LEAVING IN ITS AFTERMATH A NEW LOCH FILLED WITH CLEAN, CLEAR WATER.

THE WATERS OF THE LAND HAVE *PURIFIED* WHAT *MAN* SOUGHT TO DEFILE.

MOTHER NATURE ONCE AGAIN CLUTCHES HER OWN DARK SECRETS TO HER BREAST. SHE IS AT REST.

OH, *LOOK!* DUNCRAIG STILL STANDS...

YES, A FITTING MONUMENT TO THE MUNRO CLAN AND ITS NEW LAIRD.

OUR WORK IS DONE. LET US GO HOME.

DAYS LATER, AT MARY JANE'S COTTAGE...

I TOLD SIR HUGH THAT HE COULD STAY HERE UNTIL THE CASTLE IS LIVEABLE AGAIN.

HE'S SO GLAD TO BE OUTDOORS AGAIN.

OCH. A DEEP LOVE FOR THIS LAND HAS ALWAYS BEEN HIS.

HE WILL BE GROWING AND THE ONE DAY WILL FULFILL ALL THE TRUST THAT OUR PEOPLE AND THE OLD LAIRD HAVE PUT ON HIM.

YOU KNOW, MAIRI, I CAN'T HELP BUT BELIEVE YOU.

YOU TAKE CARE NOW. WE'LL HAVE TO BE LEAVING SOON, WE HAVE ANOTHER LIFE TO GET BACK TO...

"REMEMBER US, MAN-O-THE-CITY WHEN YOU'RE BACK AMONG THE CONCRETE AND STEEL."

THAT I WILL, MAIRI, THAT I WILL.

END

C.V. 88-89

·A Scottish Journey·

ScotRail-Failte do'n Ghaldhealtachd
Welcome to the Highlands

"Welcome To The Highlands!" That's what the sign said, but I was beginning to wonder about that simply-stated pleasantry.

I had taken the night train up from Edinburgh to Inverness and had arrived there around 3:30 a.m., only to be informed that I would now have to change trains. So it was still a dark, cold, and very wet morning when I groped my sleepy way into an unheated compartment of the West Highland-bound train to await its departure.

After about an hour and a half of fitful sleep later, the train at last began to rattle its slow way out of the station. Through a rent in the low, grey cloud cover, the coming dawn threw a beam of light that lit, very briefly, the dull industrial landscape surrounding the rail line. From somewhere, a blast of chilled air whistled into the cabin, I shivered and let out a groan. It was then that the train passed that large, brightly-painted sign.

Welcome to the Highlands indeed!

It was 1982, and I was at last in the Highlands of Scotland. For years I had been studying book after book filled with pictures of the landscape that now, obscured in the semi-darkness of a September morning, surrounded me. Those pictures had goaded me out of my comfortable, yet cramped, New York City apartment and brought me some 3,000 miles to sit in a cold, rather damp, railway car.

"Okay, I'm ready," I said to myself. "Show me the magic, I dare you!" The steadily rising sun soon burned away the remaining layers of cloud and mist, filling the long, curving glen I then found myself traveling through with a warm wash of color. On my right, out the still rain-streaked windows, the mountainside plunged steeply past lichened rock, purple heather and fern before it reached the waters of the loch below. The air, though still chilly, seemed immensely invigorating, keeping my tired body awake and eager to experience the ever-changing landscape that lay before me.

Now, this was what I came here for!

Two hours later I found myself stepping off the ferry boat and onto the Isle of Skye for the first time.

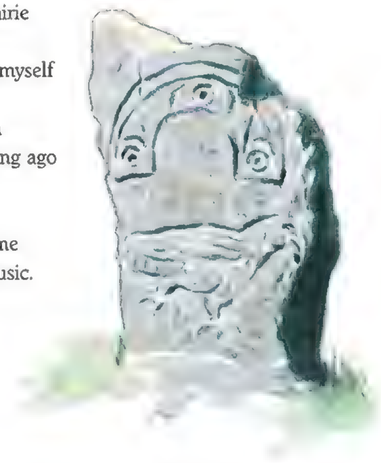
The blue of the sky above me was startlingly vivid, broken here and there by huge white hummocks of clouds that the wind carried capriciously across it. The sun shone steadily down on stream, loch, and mountain, casting cloud shadows that galloped across the glens like a pack of fairie horsemen chasing some phantom stag.

All that long day as I hitched my way up the length of Skye I had to keep myself from jumping into the air and laughing out loud for the joy of it all.

When I at last found myself back in NYC telling friends of those mountain valleys, I felt as if I were telling fables that came from some land that existed long ago and far away.

What an experience it was.

Over the years I was to return to those Highlands again and again, each time discovering more of its secret places, reading its literature and listening to its music. Glen Elg, Neil Gunn and Silly Wizard became as commonplace to me as Washington, DC, Stephen King or the Rolling Stones.



One such visit took me on an all-day walk under the dark looming peaks of Glen Coe. Midway through that day found me and my traveling companion, Michael Kaluta, gasping for breath after climbing the rock-strewn path up to the 'hidden' valley where the Clan MacDonald had secreted away their stolen cattle in years long gone. It was mid-June but there was still snow on those high peaks huddled in dark gouges in the mountainside that the sun seemed unable to reach. Water ran everywhere around us. From under stone and heather it spilt down the hillside filling the small glen with its constant chatter. Above us a sudden mist swirled down and enveloped one of the peaks. We waited quietly to see if perhaps a dragon would spiral down from that mist and land at our feet.

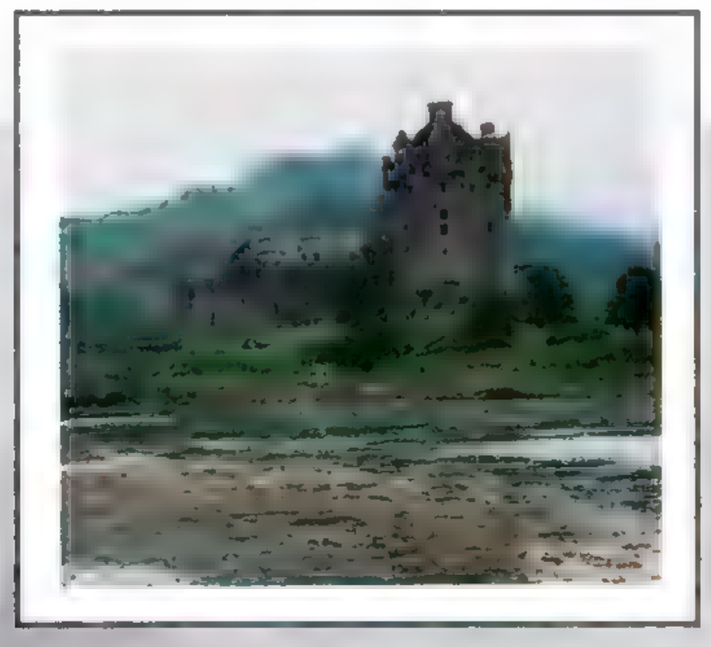
There is something about such a landscape that compels the mind to delve deep into the collective soul and drag out rich primordial images; images that find their shade and substance in the mind's eye as dragons, giants or any number of other mythical beasties.

Hours later, we descended the steep path that would eventually take us back to the mountain inn where we were staying. Gnawing hunger had replaced the mythic with visions of cheese toasties, scampi fries and a generous shot of malt whiskey.

On another occasion, I rented a small cottage on the coast between Plocton and Kyle of Lochalsh. The nearest public phone was a 15-minute walk, the closest village with a grocery and post office another 40-minute walk from there. My windows faced the sea and the Isle of Skye. The only sounds to break the blissful silence were the lowing of cattle and the gurgle of a nearby stream. It is true that an occasional low-flying jet aircraft shattered the serenity, but not often. For a whole month I did nothing but read, write, and walk the landscape, stopping every now and then to sketch my surroundings.

For two weeks a friend, Mary Wilshire, showed up with a hire-car and in the time that she was there we drove some 1,000 miles seeing all that we could. A small winding road that leads to the Kintail Mountains, then up and over and through the village of Glen Elg, brought us to the neolithic stone-built forts called brochs. These dry stone fortresses can only be found in northern Scotland, the Outer Hebrides, Orkney and the Shetlands. It is not known who built them, yet there they stand, some of them amazingly intact even after thousands of years of wind, weather and the presence of man.

The road took us past the Eilean Donan castle, an early 20th century reconstruction of the 14th century structure on which it stands. It magnificently commands a view of three lochs, misty mountains and Skye.



•Eilean Donan Castle•

•The Pass of the Cattle • Torriden Hills•

Following the road even further we came to Bealach na Bá, the pass of the cattle. To reach this pass the road climbs up the side of sheer cliffs and twists past three hairpin-like turns and an occasional guardrail. At 2,053 feet it reaches a plateau of barren, rock-strewn landscape that seems to stretch for as far as the eye can see. Conan and Red Sonja would not seem out of place here.

We followed the road for hours more before turning for home. Most of these roads are "single track." Every 100 yards or so there is a 'Giveway' to the right or left. It is a small graveled pull off area so that when one meets oncoming traffic one can pull off so the other can pass. Some fun, you bet. Be sure to have an automatic transmission.

After Mary left I missed the mobility of the car—at first. Soon, though, I eased back into the slow comfort of a leisurely walk into town. There is so much small detail that you can see only when traveling by foot. Then, too, there is the pleasure of hitch-hiking and talking to the local folks. Over one 2-week period I was picked up by the same man at least three times. In each trip, to my delight, we continued the conversation we had begun days before.

The days rushed by and soon I was making the difficult transition from extreme country living to the extreme city living of Manhattan.

Throughout all of this time, and over the many trips, my life and work in the "real world" had been trying to connect to my obsession with Scotland.

Years before I had been at the Marvel offices talking with the then-Associate Editor of the Epic line, Jo Duffy. During the course of our conversation she had said, "Why don't you do us a graphic novel using one of Marvel's major characters as its star?"

"Why not?" is what I replied.

And "Why not, indeed!", I now thought to myself at home. Maybe I could somehow combine my love of the Highlands with a Marvel character, say, Spider-Man. Just use the old story of the country mouse going to visit his city mouse cousin—only reverse it.

Spider-Man had always been a favorite character of my youth. In high school I had worked out in gymnastics picturing myself as a would-be super character.

Today, when I think of Spider-Man, I see him as we all do: set against a background of sharply-lit modern skyscrapers, swinging gracefully through an urban landscape that fits his personality like a glove. There are not many other four-color super heroes that are so intrinsically a part of New York City.

"Wouldn't it be interesting," I thought, "to take him out of his comfortable city environment and somehow plop him down as far from it as possible?" What fun I could have dealing with his 'culture shock'! "And how much further from Manhattan," I asked myself, "can you get than the sparsely inhabited Highlands of Scotland?!"

Two weeks later I was back at Marvel with the first draft of the story you have just read.

Eventually, after some time had passed and after yet another Scotland trip, I got the good news that the proposal had been accepted. Many, many revisions later and after adding Mary Jane, I at last touched pencil to a gleaming white sheet of blank paper and began . . .

Two years later, I am finished. Well, almost. I AM still writing this essay, aren't I? It's been a long haul but one full of the pleasure of knowing that I have indeed brought together two very disparate strands of my life.

I hope that you've gotten as much joy from reading the story as I did from working on it.

I'm not quite through yet. There are a few people I want to thank and *then* I'm out of here.

This one's for:

—Steve and Annie who drove me there. "It's not far," they said.

—Hugh and Judy of Duirinish Lodge, who rented me the cottage and were very kind to a stranger in a strange land;

—Brian and Wendy, who told me of the the Glen Elg brochs;

—Alan and the lads at the Creag-nan-Darach. A game of pool will never be the same again;

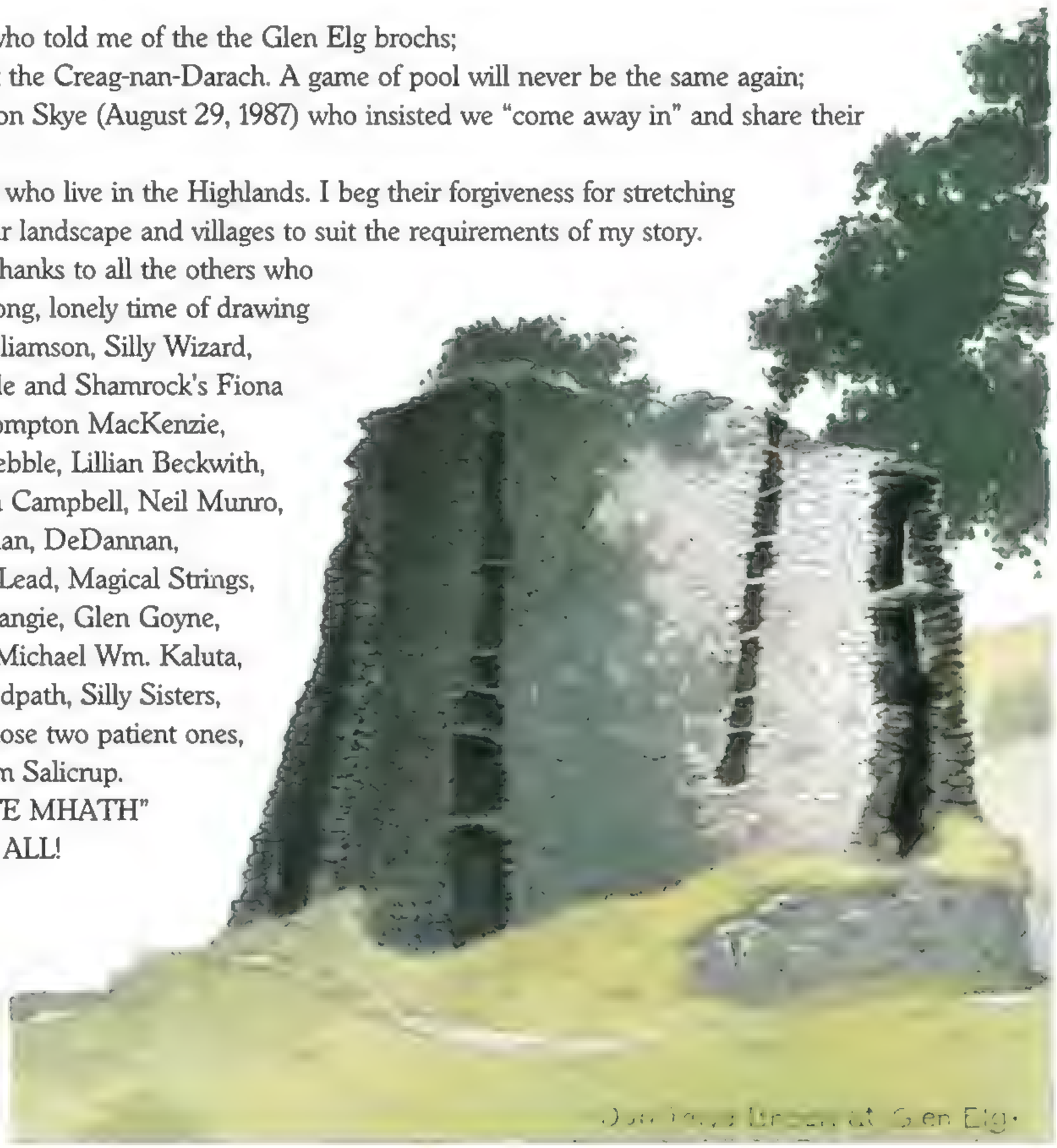
—The wedding party on Skye (August 29, 1987) who insisted we "come away in" and share their celebration;

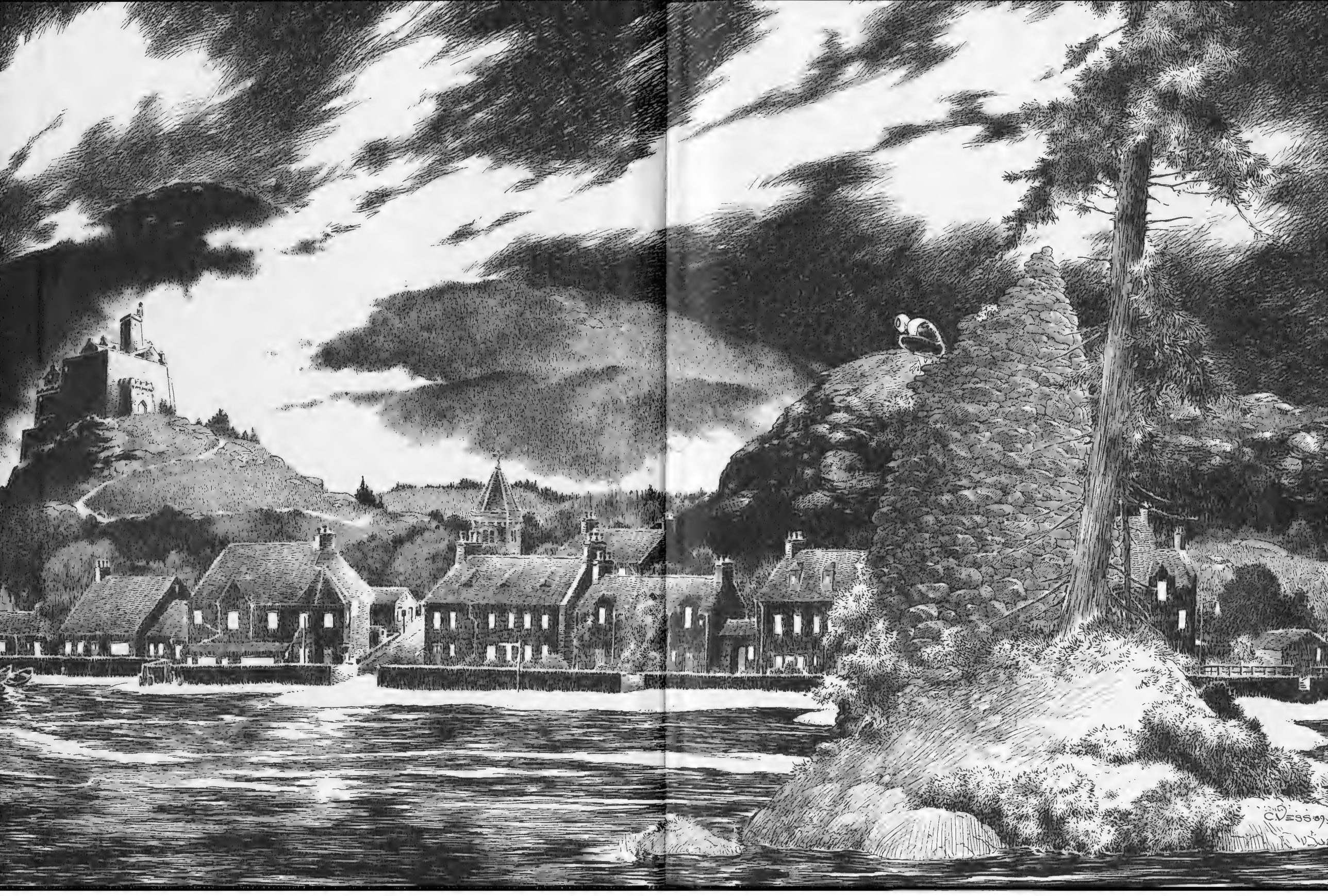
—To all of the people who live in the Highlands. I beg their forgiveness for stretching and rearranging their landscape and villages to suit the requirements of my story.

And at the last, many thanks to all the others who 'saw' me through the long, lonely time of drawing these pages: Robin Williamson, Silly Wizard, Fire in the Glen, Thistle and Shamrock's Fiona Ritchie, Neil Gunn, Compton MacKenzie, Eric Linklater, John Prebble, Lillian Beckwith, Maurice Walsh, Joseph Campbell, Neil Munro, Dorothy Dunnett, Ossian, DeDannan, Mary Black, Boiled in Lead, Magical Strings, Alan Stivell, Glen Morangie, Glen Goyne, Oban, Mark Askwith, Michael Wm. Kaluta, Karen Shaffer, Jean Redpath, Silly Sisters, Steel Eye Span, and those two patient ones, Glenn Herdling and Jim Salicrup.

A HEARTY "SLAINTE MHATH"
TO YOU ONE AND ALL!

CHARLES VESS
Montaindale, New York
1989





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SECRETS, PUZZLES AND LITTLE FEARS

E BULLETS THROUGH THE INK-BLACK AIR AT 140 MILES AN HOUR, PROPELLED BY MAGNETIC FIELDS GENERATED IN THE HIGH-TENSION POWER LINES RACING BY BELOW.

ELECTRICITY IS HIS GOD, HIS DRUG, HIS REASON TO BE.

FOR HE IS ELECTRO!

AND THE NIGHT BELONGS TO HIM!

DAVID MICHELINIE	ERIK LARSEN	MIKE MACHLAN
WRITER	PENCILS	INKER
RICK PARKER	BOB SHAREN	JIM SALICRUP
LETTERER	COLORS	EDITOR

TOM De FALCO, EDITOR IN CHIEF

LEASTWAYS, THAT'S WHAT HE LIKES TO BELIEVE...!

FUNNY THING ABOUT RUMORS.

SOMETIMES THEY'RE TRUE!

HOPE THAT'S THE CASE WITH THE EXPERIMENTAL SUPER-CONDUCTOR--

-- THAT'S SUPPOSED TO BE LOCKED IN THIS WARE-HOUSE!

SECURITY SYSTEM'S TOP GRADE.

ZZZZT

EARLY WARNING SECURITY SYSTEMS

SO'S THE LOCK!

KZAT

LOOKIN' GOOD!

LOOK AT THAT!

KLIK WHIRRR

I STAKED THIS PLACE OUT BECAUSE THEY'VE ALREADY HAD A COUPLE OF *BREAK-IN* ATTEMPTS HERE THIS WEEK!

JOIN THE CLUB!

OH, NO!

THOUGHT I MIGHT GET SOME SALABLE *NEWS PICS!* BUT I GUESS--

--I'M GETTING MORE THAN I *EXPECTED!*

HUH--? MONITOR SYSTEM'S GONE *BLANK!* WHAT THE--

OHHHHHH, YEAH!

CHSSSS

WAMP

ELECTROSTATIC FIELD KNOCKED THE GUARD OUT!

BUT I'LL NEED A *BOOST* TO TACKLE THAT VAULT DOOR!

RAW... CURRENT...

...FEELS SOOOO GOOD!

TILL IT STOPS!

CHRAKSH

YOU!

IT'S ALWAYS *YOU!*

SWEET OF YOU TO SAY, SNOOKUMS! BUT I'M ALREADY *SPOKEN FOR!*

NOT TO MENTION--

BESIDES, I'D NEVER DATE A GUY WHOSE FACE IS COVERED WITH *LIGHTNING BOLTS!*

THROP

-- A PRIZE ASSORTMENT OF *BRUISES!*

ARRRRRR!

PRETTY WEAK, PAL! MAYBE YOU SHOULD TALK TO THE *ENERGIZER BUNNY!*

TAUNTS GIVING ME AN IDEA! THE *POWER BOOST* FROM THOSE BROKEN CABLES--!

WOOP!

ZZZIRRAT

=UNK=

ME AND MY BIG MOUTH! THIS GUY'S *DANGEROUS!*

BETTER TAKE HIM DOWN BEFORE--

=YEOWK!= SPIDER-SENSE WARNED ME JUST IN TIME! SOMETHING SNAKING FROM INSIDE THE SHATTERED VAULT!

METAL ARMS? NO! NOT--

--DOCTOR OCTOPUS?!

SPIDER-MAN.

YOUR PRESENCE HERE IS ANNOYING.

DARNED...

...ARMS!

GET--

--AWAY!

MY SOURCES INDICATED THAT YOU WERE IN THIS AREA, ELECTRO. THAT'S WHY I FABRICATED THAT *FANTASY* OF THE SUPER-CONDUCTOR!

I KNEW COMMON THIEVES COULD NEVER BREACH THE SPECIAL *VAULT* I DESIGNED.

BUT SOMEONE OF *YOUR* UNIQUE TALENTS *COULD!*

BUT WHY?

WHY *LURE* ME HERE?

NOTHING NEFARIOUS, DEAR BOY.

I MERELY WISH TO OFFER YOU A... *PROPOSITION!*

SIRENS! GETTING CLOSER!

YOU GOT A WAY *OUT* O' THIS PLACE, DOC?

RIP!

I'M YOURS!

"--AND WE'LL BE OFF!"

SPLENDID! I'LL JUST START A WALL CRUMBLING TOWARD THAT UNCONSCIOUS GUARD--

--GIVE SPIDER-MAN SOMETHING *ELSE* TO OCCUPY HIS MIND--

DIRTY TRICK! AND BLAST HIM...

"...IT *WORKED!*"

LATER...

WHAT HAVE I STUMBLED INTO?

IF DOC OCK WENT TO SUCH TROUBLE TO CONTACT *ELECTRO*--

--SOMETHING *BIG* MUST BE IN THE WORKS! AND I'VE GOT A FEELING--

--THAT I'M GOING TO WIND UP SMACK IN THE MIDDLE OF IT!

QUITE POSSIBLY.

BUT THE NEXT DAY FINDS PETER PARKER SMACK IN THE MIDDLE OF HIS RESEARCH ASSISTANT JOB AT EMPIRE STATE UNIVERSITY.

WHERE, IN THE LABORATORY OF DR. EVAN SWANN...

SAFE? OF COURSE IT'S SAFE, MY BOY!

ANNE-MARIE, WOULD YOU PUT YOUNG PARKER'S MIND AT EASE ABOUT OUR LEY LINE EXPERIMENTS, PLEASE?

CERTAINLY, DOCTOR.

I'VE BEEN FASCINATED BY LEY LINES SINCE MY EARLY STUDIES AT OXFORD, PETER. THEY'RE INVISIBLE STREAMS OF MAGNETIC FORCE THAT SPAN THE ENTIRE GLOBE!

IF THEY COULD BE TAPPED, THEY MIGHT PROVIDE A VIABLE ALTERNATIVE TO NUCLEAR POWER.

THAT'S WHY CORDCO, INC.--THE LONG ISLAND RESEARCH FIRM AFFILIATED WITH STARK ENTERPRISES--IS LETTING US USE THEIR LAUNCH FACILITIES TO PUT A SATELLITE INTO ORBIT.

A CHEMICAL SPRAYED FROM THE SATELLITE WILL ACT LIKE A DYE, MAKING LEY LINES VISIBLE TO MAPPING INSTRUMENTS ABOARD THE SATELLITE.

AND THAT "DYE" HAS BEEN TESTED MORE TIMES THAN THE FIRE EXTINGUISHERS ON AIR FORCE ONE!

I'M SURE IT'S HARMLESS, PROFESSOR. BUT I DON'T THINK WE CAN EVER BE TOO CAREFU--

HE'S HERE!
BLESS MY SOUL!
"HE"?
UH, PROFESSOR...?
WE'LL FINISH LATER, M'BOY! THIS IS *NOT* TO BE MISSED!
MAYBE I SHOULD START READING THOSE FACULTY MEMOS! WHAT-- OH.
MAGNIFICENT! WHAT FORM! WHAT *FUNCTION!*
HE'S *SOO-PER!*
BIG DEAL. IT'S ONLY--
MORNING, FOLKS!
HERE'S THAT'S INTEGRATED RECIPROCATOR MR. STARK IS LOANING YOU FOR YOUR ENERGY EXPERIMENTS! SORRY I CAN'T STAY TO HELP SET IT UP--

-- BUT I HAVE TO GET BACK TO THE WEST COAST!

AVENGERS EMERGENCY!

YAAAAY!

GOOD LUCK!

LOOK AT HIM!

LAPPING IT UP!

WELL...

...TWO CAN PLAY AT THAT GAME!

HI, GUYS! I WAS JUST IN THE NEIGHBORHOOD--

-- AND THOUGHT YOU MIGHT NEED A HAND WITH THAT BIG HUNK OF MACHINERY!

WHERE SHOULD I PUT IT?

HOW HUMILIATING! I'VE SHOWN UP HERE SO OFTEN--

--THEY'RE STARTING TO TREAT ME LIKE A MASCOT!

YEAH! COOL!

OH, UH, ANY-WHERE. HEY, LES, DIDJA SEE THOSE BOOT JETS!

THEY SAY HE USES A BETA PARTICLE DRIVE!

WOOF!

BUT AT A TELEVISION STUDIO IN MIDTOWN THE ATMOSPHERE IS DECIDELY MORE--

--FELINE!

SORRY, THALIA, REX IS *MINE* NOW! HE MAY HAVE BEEN *YOUR* LOVER ONCE, BUT EVEN *SURGEONS* MAKE *MISTAKES!*

TAKE THAT *NOSE* JOB--

CUT!

CUT!

IT'S NOT "*THAT* NOSE JOB!" IT'S "TAKE *YOUR* NOSE JOB!"

IF YOU CAN'T GET THE *DELIVERY* RIGHT, AT LEAST LEARN THE *WORDS!*

LORD, WHY AM I SADDLED WITH *AMATEURS?*

I'VE BEEN WITH "SECRET HOSPITAL" FOR YEARS! I DESERVE BETTER THAN THIS!

BREAK! FIVE MINUTES!

OF ALL THE ABRASIVE, EGOTISTICAL--!

EASY, MARY JANE! HE'S OKAY, BUT HIS WIFE DRINKS LIKE A CARP! GUESS IT'S GETTING TO HIM.

I'LL TRY TO UNDERSTAND, BRIE. HECK, EVEN IF I DON'T--

--I'LL ACT LIKE I DO!

GOTTA DO SOMETHING ABOUT THIS HEADACHE!

CALM DOWN, HAL! HERE, THIS'LL HELP.

THANKS. I--

SNAP

HAL!

--NO. THIS STUFF'S CAUSING ME ENOUGH GRIEF ALREADY!

HE'S STILL BREATHING!

CALL AN AMBULANCE!

I DON'T GET IT! THAT SAFETY LINE WAS REINFORCED!

HAVE SOME ROSES SENT TO WATSON-PARKER'S DRESSING ROOM, WILL YOU, CHUCK?

I'LL APOLOGIZE AFTER TAPING.

IT DIDN'T BREAK, BILL. END'S SMOOTH.

IT WAS CUT!

AND, SPEAKING OF *GUTS*: FOREST HILLS, LATER THAT DAY...

YOU OKAY, MARY JANE?

OFF 79310

I'M SURE *AUNT MAY* WOULD UNDERSTAND IF WE CANCELED OUR DINNER VISIT.

I *AM* KIND OF UPSET ABOUT THAT ACCIDENT AT THE STUDIO, PETER, BUT I'LL FEEL LOTS BETTER AROUND PEOPLE THAN I WOULD SITTING AT HOME MOPING.

QUESTION IS, ARE *YOU* ALL RIGHT? YOU SEEM WITHDRAWN.

HUH? OH, SURE! I'M FINE!

MJ'S GOT ENOUGH PROBLEMS OF HER OWN. WHY BURDEN HER WITH MY *BRUISED EGO*?

EVENING, PRETTY LADY!

PETER! MARY JANE! IT'S WONDERFUL TO SEE YOU AGAIN!

NOW THAT YOU HAVE COMPANY, MAY, I'M GOING OUT FOR SOME AIR.

BUT, NATHAN, SHOULD YOU--?

OF COURSE I SHOULD!

I'LL BE BACK FOR DINNER.

I SEE MR. LUBENSKY'S HIS OLD JOVIAL SELF!

I'M WORRIED, PETER.

NATHAN'S SO INDEPENDENT-- SO ***STUBBORN*** -- THAT SOMETIMES HE DOES THINGS HE SHOULDN'T. WILL YOU WATCH AFTER HIM?

ME?!

NUTS. NATHAN'S A GROUCH, BUT MAY LOVES HIM.

AND WITH HIS *TERMINAL HEART CONDITION* SHE FRETS ABOUT HIM MORE THAN EVER!

OKAY, AUNT MAY. JUST DON'T SERVE THE VITTLES TILL US MENFOLK GET HOME, Y'HEAH?

EVENTUALLY...

NATHAN'S BEEN IN THAT *BANK* QUITE A WHILE. EVEN WITH EXTENDED SUMMER HOURS, THEY MUST BE ABOUT TO CLOSE.

I WONDER WHAT--

BAN!

--AH. HERE HE COMES. AUNT MAY ASKED ME TO BE DISCREET, SO I'LL JUST HANG BACK AND--

--FOLLOW? LIKE THOSE GUYS WITH THE *HEADBANDS*?

I DON'T LIKE THIS.

COULD BE COINCIDENCE.

MORE LIKELY--

--TROUBLE!

NEARBY...

LOVELY EVENING!

=HRUMPH=

SOMEONE OUGHTA TEACH YOU MANNERS!

?!

THAT'S COLD, POPS!

G...GET OUT OF MY WAY!

I-I ATE PUNKS LIKE YOU FOR BREAKFAST BACK IN DOUBLYA-DOUBLYA TWO!

AND I CAN STILL--

GRAB THE BAG!

WHA--?!

MAY!

BAD GRAMMAR, POPS! THAT'S "MAY I"!

NO...

CHOK

...YOU MAY NOT!

HEEE-YAH!

OH, HEEE-YAH THIS!

THWUT

WHOOP!

THAT'S DEFACING PUBLIC PROPERTY, PAL!

AND AS A COMMUNITY-SPIRITED SPIDER--

--I OBJECT!

SHK

SKRRIT

÷HIH÷

THREE DOWN, ONE TO--

--NO!

HAUL OUT, WEB-MAN! OR I START *CUTTIN'!*

YOU PROBABLY WILL *ANYWAY!*

COULD BE.

WANNA TAKE THAT *CHANCE?*

I *CAN'T!*

GOT TO LOOK LIKE I'M LEAVING!

THEN SWING BACK FROM BEHIND!

AND HOPE I CAN MAKE IT BEFORE THAT PSYCHO STARTS--

SWOTCH

EEP!

WE CITIZENS GOTTA STICK TOGETHER! RIGHT, SPIDEY?

THWIPP

LADY, YOU HIT THAT ONE--

-- RIGHT ON--

--THE NOSE!

CHUNCH

PILLS! M-MY PILLS!

J-JACKET P-P-POCKET!

HOLD ON, ACE!

GOT 'EM RIGHT HERE!

PILLS

AND HERE'S YOUR... BAG?!

MONEY! A FORTUNE!

:Glmph:

THAT'S MINE!

I-I MEAN, I'M FINE!

ER, UH...

...THANKS.

SHEESH. THERE GOES THE GRUMPIEST MAN I'VE EVER MET.

HE'S NOT GRUMPY. HE'S SCARED. WE ALL ARE... WHEN WE SEE THE FUTURE GETTING SHORTER.

NEVER THOUGHT OF IT THAT WAY. MAYBE I'VE BEEN TOO HARD ON NATHAN.

MAN'S GOT AN AWFUL LOT TO SORT OUT...!

INDEED.

I'LL GO WASH UP, AND, UH, BE RIGHT BACK!

ER, S-SORRY I'M LATE!

HE'S SO PALE.

I WONDER--

COAST CLEAR?

PETER, YOU'RE A TREASURE! DID HE SEE YOU?

AUNT MAY, I CAN HONESTLY SAY--

-- HE NEVER KNEW PETER PARKER WAS AROUND!

WHAT A GUY! PRIMO HUBBY AND NUMBER ONE NEPHEW!

I JUST WISH IT WAS THAT SIMPLE!

BUT I STILL DON'T KNOW HOW NATHAN GOT ALL THAT MONEY--

--OR WHAT HE PLANS TO DO WITH IT!

FEAR MIGHT BE WHAT'S MAKING HIM A GROUCH, BUT FEAR CAN ALSO MAKE PEOPLE DO DESPERATE THINGS!

DANGEROUS THINGS!

AND WHATEVER NATHAN'S GOT GOING, I DON'T WANT AUNT MAY GETTING CAUGHT UP IN IT!

PETER WORKS TO HIDE HIS WORRIES, AS EVENING DARKENS TO FULL NIGHT.

WHILE IN A RESIDENTIAL SECTION OF BROOKLYN--

"-- SYLVESTER MANN" RETURNS TO HIS RENTED ROOM AFTER AN EVENING OF CAREER STUDY AT THE LOCAL LIBRARY.

FOR HE HOPES TO MAKE THE WORLD FORGET FOREVER THE LIFE HE ONCE LED AS WILLIAM BAKER.

LET ALONE AS--

SANDMAN!

?

WHEEEE

CHANK

BACK OFF!

SORRY, WILLIAM. I HAVE A *JOB* FOR YOU.

I DON'T DO THAT STUFF ANY-MORE, OCTOPUS!

NOW LEAVE ME ALONE--

--OR I'LL *SANDPAPER* YA DOWN TO YER BARE BONES!

AH. BUT THEN, WHAT WOULD HAPPEN--

--TO THE CASADAS?

THE FOLKS I BOARD WITH? WHADAYA MEAN?

SHALL WE GO IN?

THAT PACKAGE IS ADDRESSED TO YOU. I MAILED IT YESTERDAY.

THE EXPLOSIVES INSIDE IGNITE UPON OPENING!

IMAGINE IF I HAD ADDRESSED IT TO Mr. OR Mrs. CASADA. OR...

... THEIR CHILDREN.

OCTOPUS, YOU SLIMY, SCUM-DRIPPIN'--!

WHADAYA WANT ME TA DO...?

THAT'S BETTER.

I'M PREPARING THE CROWNING CAPER OF MY CRIMINAL CAREER!

AND FOR THAT, I'LL NEED SOME VERY SPECIAL ACCOMPLICES.

THAT'S WHY I'M ROUNDING UP MY OLD PARTNERS. FOR HOW COULD TRIUMPH BE ANY-THING BUT ASSURED AT THE HANDS OF A NEW, AND UNSTOPPABLE--

--SINISTER SIX!

NEXT ISSUE: MYSTERIO! (AND A BRAND NEW RECRUIT!)

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EDITOR

TOM DEFALCO
EDITOR IN CHIEF

WHO DARES INVADE MY SANCTUARY?

WHO ELSE, GOBLIN, BUT THE INIMITABLE--

--DR. OCTOPUS! MY LACKEYS PROVIDED DETAILS OF YOUR RECENT EXPLOITS. FROM THAT IT WAS SIMPLE TO EXTRAPOLATE YOUR CURRENT WHEREABOUTS.

I WANT YOU TO WORK FOR ME.

I ALMOST *DIED* COLLABORATING WITH *CARRION!** AND I'M NOT ABOUT TO WORK--

* IN SPECTACULAR SPIDER-MAN #163. -- J.S.

--FOR *LOSERS* AGAIN!

ZZZZ

ZZZZ

ZATCH

YOUR SPARKLE BLASTS AND PUMPKIN BOMBS ARE IMPRESSIVE!

TZING

TZING

THOUGH NOT AGAINST *ME*, OF COURSE!

FANCH

THEN MAYBE YOU'LL TAKE "NO" FOR AN ANSWER--

--WHEN MY *HELLFIRE* HAS CHARRED YOU TO A *CINDER!*

FSSSSS

SSSSSSSSSS

AND WILL THAT BE BEFORE, OR AFTER--

SSSSSSSSS

--I'VE CRUSHED YOUR NECK TO THE SIZE OF A SODA STRAW?

SSSSSSSSSSSS

YOU INTEREST ME.

SSSSSTE

PERHAPS... YOU'RE NOT THE LOSER I ASSUMED.

COMPLIMENT ACCEPTED. GO TO THIS ADDRESS AND WAIT FOR ME.

I HAVE FURTHER BUSINESS TO TEND TO.

OH, AND THERE WILL BE *OTHERS* WAITING AS WELL. I SUGGEST YOU NOT ATTEMPT YOUR HELLFIRE ON *THEM*, DEAR BOY.

THEY MIGHT BURN BACK!

LONG ISLAND: WHERE AN EXPERIMENTAL ROCKET HUGS A LAUNCH PAD ON THE GROUNDS OF **CORDCO**, INCORPORATED.

AND DOES NOT GO UNAPPRECIATED...!

STANE INTERNATIONAL'S PAYIN' A *FORTUNE* FOR PICS OF THAT SECRET SHIP!

NOW I'LL BE ABLE TO BUY MOM THAT NEW *MAGNUM* FOR HER BIRTHDAY!

Nikon

JUST ONE MORE CLOSE-UP, AND--

--->ULP<

KLIK

I'LL TAKE FOUR 8x10s, A COUPLE OF 5x7s AND UH--

--HOW MUCH FOR WALLET-SIZE?

=TSK= INDUSTRIAL ESPIONAGE AND WEAPONS VIOLATIONS?

THWIPP

SPLUT

YOU, SIR, ARE A MENACE TO POLITE SOCIETY!

ALLOW ME TO CORRECT THAT!

CHFF CHFF CHFF

CHAMP

CATCHING THAT SPY WAS JUST A BONUS!

I REALLY CAME HERE TO SCOPE OUT THE ROCKET THAT'LL LAUNCH THAT SPECIAL SATELLITE FOR EMPIRE STATE UNIVERSITY!

AS PETER PARKER, I'M INVOLVED WITH AN EXPERIMENT TO STUDY MAGNETIC LEY LINES AROUND THE EARTH! AND THAT'S ALMOST AS EXCITING AS SWINGING AROUND AS SPIDER-MAN!

RIGHT NOW, THOUGH, I'D BETTER REPORT THIS GUY TO CORDCO'S SECURITY AND HEAD ON HOME!

DON'T WANT THE WIFE TO GET LONELY!

HOWEVER, AT A FAMILIAR SOHO LOFT...

WHY, OFFICER GOLDMAN! COME IN!

I WAS JUST FIXING LUNCH. WANT A SANDWICH?

NO, THANKS, MS. WATSON-PARKER. I JUST STOPPED BY TO SEE HOW YOU WERE DOING AFTER THAT INCIDENT AT THE T.V. STUDIO.

I TALKED TO THE HOSPITAL EARLIER-- HAL'S DOING FINE.

BUT I STILL SHIVER TO THINK OF THAT SPOTLIGHT CORD BREAKING LIKE THAT!

DIDN'T BREAK, MA'AM--IT WAS CUT!

WHAT?

WE SUSPECT JONATHON CAESAR, THE MAN WHO TERRORIZED YOU A WHILE BACK.

CAESAR'S CERTAINLY *CAPABLE* OF SUCH VIOLENCE, BUT HE'S FIXATED ON ME *ROMANTICALLY!*

WHY HURT MY *DIRECTOR*, ESPECIALLY WHEN I'D JUST HAD A BIG *ARGUMENT* WITH HIM?

--OF A DERANGED MIND.

HI, HON!

OH. I, UH, DIDN'T KNOW YOUR *HUSBAND* WAS HOME!

OFFICER, I SOMETIMES DON'T KNOW, MYSELF!

WELL, UM, SINCE YOU'RE IN GOOD HANDS--

--I'LL BE GOING.

'BYE!

STAR TREATMENT FROM THE N.Y.P.D.?

JEALOUS!

BET YOUR EGO'S STILL SORE FROM BEING UPSTAGED BY *IRON MAN* AT THE UNIVERSITY!

CAN'T SAY, MA'AM. SOMETIMES IT'S TOUGH TO UNDERSTAND THE WORKINGS--

I-I'D COMPLETELY *FORGOTTEN* ABOUT THAT!

ER, I HAVE TO PHOTOGRAPH A CHARITY EVENT THIS AFTERNOON. BETTER CHECK ON *AUNT MAY* FIRST.

WELL, *THAT* WAS SURE SENSITIVE OF ME!

AUNT MAY? HI! IT'S ME!

HOW ARE YOU?

GREAT.

AND NATHAN?

I'M AFRAID HE'S WORSE, PETER. HIS HEART IS WEAKENING STEADILY.

AND DOCTORS SAY THERE ISN'T A *THING* THEY CAN DO!

YOU BE STRONG, AUNT MAY. CALL US IF YOU NEED US.

WE'LL VISIT SOON.

I WAS HOPING TO FIND HOW NATHAN GOT ALL THAT *CASH*--*

*LAST ISSUE. --J.S.

--BUT MONEY DOESN'T SEEM IMPORTANT NOW.

SOMETHING WRONG, PETER?

JUST...

...WHAT THE HECK *GOOD* AM I?

I MEAN, WITH ALL MY POWER, THERE'S NOT A BLASTED THING I CAN DO TO HELP NATHAN!

I FEEL SO *USELESS!*

UH-OH! ONE EGO BANDAGE, COMIN' RIGHT UP!

LISTEN, HON, HOW 'BOUT IF I TAG ALONG ON THAT PHOTO ASSIGNMENT? I'VE ALWAYS FOUND YOUR WORK SO *FASCINATING!*

BULL.

AND... THANKS.

POOR PETER. I KNOW HE WANTS TO HELP, BUT--

=GASP=

NATHAN! ARE YOU--?

DREAM. =KOFF= J-JUST... A DREAM.

CAN'T LET HIM SEE HOW *WORRIED* I AM! HAVE TO ACT NORMAL!

I HEARD FROM ANTON CHEKHOV TODAY, DEAR. HE HAD A POEM PUBLISHED IN THE *GAZETTE*! I ASKED IF HE'D--

MAY?

I'M SCARED.

OH, NATHAN! SO AM I! I-I TRY TO PRETEND, BUT--

--I LOVE YOU! AND IT HURTS TO SEE YOU IN PAIN!

THIS MAY SOUND SELFISH, BUT I'M TERRIFIED AT THE THOUGHT OF LIVING... *WITHOUT* YOU!

DON'T CRY, MAY. PLEASE. YOU'LL GET BY FINE. I...

...I'LL *SEE* TO THAT!

SoHo.

--MIGHT NOT BE EXCITING, BUT THESE PHOTOS WILL HELP PAY THE RENT!

YO! PETE!

HEY! FLASH THOMPSON!

FELICIA AN' I WERE JUST COMIN' TO SEE YA! SINCE I'M SORT OF ATTACHED NOW, I THOUGHT WE COULD ALL GO DO SOME "*COUPLE STUFF*"!

GEE, FLASH, I-I'M ON MY WAY TO A PHOTO ASSIGNMENT!

AND, UH, I'M GOING TO BE HIS LENS CADDY!

DARN. YOU GUYS ARE *ALWAYS* BUSY! I'M STARTIN' TO FEEL A LITTLE LEFT OUT--

--OO! NOT *NOW*, 'LICIA!

DON'T WORRY, BIG GUY! I CAN THINK OF *LOTS* OF THINGS WE CAN DO BY OURSELVES!

HOW 'BOUT I CALL YA? I CAN GET *METS* TICKETS FOR NEXT WEEK!

SURE, FLASH. WE'LL SEE, A'RIGHT?

I FEEL LIKE A HEEL, AVOIDING FLASH ALL THE TIME. BUT EVEN IF I TOLD HIM FELICIA WAS *THE BLACK CAT*--

-- HOW COULD I EXPLAIN THAT SHE'S TRYING TO GET BACK AT *SPIDER-MAN* FOR JILTING HER, BY *FAKING* A RELATIONSHIP WITH FLASH--

--*WITHOUT* EXPLAINING THAT *I'M* SPIDER-MAN?!

AND I THOUGHT I FELT USELESS *BEFORE!*

YOU SURE IT'S JUST THAT? YOU'RE NOT SMARTING A LITTLE--

--BECAUSE YOUR *EX-GIRL* IS COMING ON TO YOUR *BEST FRIEND?*

DON'T BE SILLY!

I'M WORRIED ABOUT FLASH! AND THAT'S *ALL!*

WELL...

...*MOSTLY* ALL.

MADISON SQUARE GARDEN...

CELEBRITY FUND RAISER FOR THE NEW YORK PUBLIC LIBRA

--CAPTAIN AMERICA!

SHAKING

CURSES!

YAAAY!

GO GET 'EM, CAP!

GOSH, AREN'T YOU SYBIL, FROM "SECRET HOSPITAL"?

NUTS. EVEN MARY JANE'S GETTING RECOGNIZED!

I KNOW IT'S PETTY TO FEEL LEFT OUT, BUT I'M ONLY HUMAN! MAYBE--HMMM.

AND NOW, IN A DRAMATIC RECREATION STAGED EXCLUSIVELY FOR THIS EVENT--

NEXT UP: PAUL SHAEFER AND THE WORLD'S MOST DAAAANGEROUS BAND!

SAY, HOW'D YOU LIKE TO MEET CAPTAIN AMERICA?

ARE YOU SERIOUS?

I'VE GOT CONNECTIONS!

DRESS PASS Peter Parker

THIS IS MORE LIKE IT!

HOWEVER...

DA CAPSTER? HE JUST--

EXIT

"--LEFT!"

SHHROW

PERFECT. INADEQUACY, AND JUST A DASH OF HUMILIATION!

WHAT NEXT?

AIEEEEEEE

KA-RAASH!!

--TO THE OFFICE!

A SCREAM! A-AND AN EXPLOSION!

I KNOW! MY SPIDER-SENSE IS TINGLING LIKE CRAZY!

SORRY, SWEETHEART, BUT IT LOOKS LIKE IT'S TIME FOR ME TO GO--

IN THIS CASE, THE BOX OFFICE!

WHERE A SHATTERED SAFE SURRENDERS THOUSANDS OF CHARITY DOLLARS TO--

--THE SHOCKER!

GRAB HIM!

SWASH

NOT IN THIS LIFETIME!

WOTTA JOKE! THIS'S EASY AS ONE, TWO--

--THREE TO FIVE!

WITH A GOOD LAWYER!

SPIDER-MAN! AGAIN?!

HOW MANY OF YOU ARE THERE?

READ MY PRESS, QUILTY! I'M THE *ONE AND ONLY!*

AT LEAST I CAN BEAT *THIS* GUY! TOO BAD M.J. ISN'T HERE TO SEE--

--EEYOWP! VIBRO-SHOCK UNITS EVEN *FASTER* THAN BEFORE! MISTIMED MY LEAP!

I'M A SITTING DUCK IF HE DECIDES TO--

"--FOLLOW THROUGH!"

HAKKK

THIS ISN'T ON THE PROGRAM!
WHO CARES? IT'S AWESOME!
TALK ABOUT "STUPID HUMAN TRICKS"!!
ARACHNIDS RULE!
NAH! PUNISHER'D BLOW THAT JERK AWAY!
I THINK HE'S KIND'A SEXY!
Whoop! FIGURED SHOCKER FOR A QUICK FALL!
MY MISTAKE!
OH, PETER!
B-BE CAREFUL!
C'MON! TRADE HANDS!
LET'S SEE SOME ACTION!
TERRIFIC. MY HUSBAND'S FIGHTING FOR HIS LIFE--
-- AND THESE GUYS WANT BEST TWO OUT OF THREE!

GOT TO KEEP HIM AWAY FROM THE AUDIENCE!

THIS *PROP* ISN'T VERY HEAVY, BUT MAYBE IT CAN--

--HUH. WORKED BETTER THAN I THOUGHT! THREW HIS AIM *WAY* OFF!

CHECK THAT! HE WASN'T AIMING AT *ME!*

HE WAS GOING FOR THIS *SCAFFOLD!*

ENDANGERING THE STAGE CREW TO KEEP ME BUSY--

"--WHILE *HE* MAKES A BREAK FOR--

"--THE LOBBY!"

POPCORN POPCORN

SHAZZAM!

WELL, SHOCKY, OL' PAL--

--TWO CAN PLAY THE MISDIRECTION GAME!

MISSED BY A MILE, WEBSLINGER! GETTIN' OLD?

JUST BORED, SHOCKER! SO TELL YOU WHAT:

I'M GONNA HANG HERE WHILE YOU TAKE YOUR *BEST SHOT!* GIVE IT EVERYTHING! THEN... ... I'LL TAKE *MINE!*

HE'S BUYING IT! BUILDING UP ENERGY FOR ONE SUPER-ZAP!

DOESN'T EVEN SEE THAT *COOKING OIL* RUNNING UNDER HIS BOOTS!

ACME® SORTA-BUTTER

AND WITHOUT *TRACTION*, WHEN HE FIRES HIS FORWARD BLAST, THAT SAME ENERGY SHOULD PUSH HIM STRAIGHT--

"--BACK!"

SHHBAM

I LOVE SCIENCE..!

BUT I DIDN'T EVEN SET UP MY AUTOMATIC CAMERA!

DIDN'T GET ANY PHOTOS OF THE FIGHT! WHAT A WASTE!

RADICAL SHOW, SPIDEY!

CAN I HAVE YOUR AUTO-GRAPH?

THEN AGAIN...!

SOAK IT UP, HON. YOU DESERVE IT!

HAPPY ENDING? WELL, YES. BUT THERE ARE ENDINGS...

...AND THERE ARE ENDINGS!

--THE EARTH LURCHES!

ON CUE, OF COURSE!

EXCELLENT! THE EARTH-QUAKE SIMULATION IS PERFECT!

THAT MONEY--

KLIK

--IS AS GOOD AS MINE!

FOR AS NIGHT FALLS ON A LONELY PENN-SYLVANIA ROAD--

IF YOU BELIEVE THAT, MYSTERIO--

--YOU'RE FOOLING YOURSELF AS MUCH AS YOUR QUARRY!

I'VE BEEN LOOKING FOR YOU. WHEN SOURCES INFORMED ME OF A LARGE SALE OF COMPONENTS FOR ADVANCED HOLOGRAPHIC PROJECTORS, I KNEW I WAS ON THE RIGHT TRAIL!

I TRACED ACTIVITIES TO THIS BRIDGE WHICH, I FOUND, WAS ON A ROUTE FREQUENTLY USED TO MOVE CASH SHIPMENTS FROM ATLANTIC CITY CASINOS TO PHILADELPHIA BANKS!

≥TSK-TSK≤

BUTT OUT, OCTOPUS! THIS IS MY TRIUMPH!

PERHAPS. BUT YOU MAY BE INTERESTED IN SOMETHING ELSE MY INVESTIGATION UNCOVERED. OBSERVE!

OCTOPUS!

WHA-- POLICE CARS! A DOZEN! THEY MUST HAVE FOUND OUT--!

WHAT ARE YOU DOING HERE?

REFRESH MY MEMORY: IS IT FOUR, OR FIVE, PRISON TERMS YOU'VE SERVED SO FAR?

YOU HAVE MY ATTENTION, DOCTOR. WON'T YOU JOIN ME--

--BELOW?

AH, EVER THE DRAMATICS!

BUT IT IS YOUR *SPECIAL EFFECTS* AND *ROBOTICS* SKILLS THAT I SEEK FOR MY LATEST ENDEAVOR: THE RE-FORMATION OF THE *SINISTER SIX!*

AND IF THE WORK I PLAN IS SUCCESSFUL, *NONE* OF US WILL EVER HAVE TO WORRY ABOUT *JAIL* AGAIN!

WEEOOWEE

WHAT SAY YOU, MYSTERIO?

I SAY...

...COUNT ME *IN!*

JUST AS I CALCULATED! MYSTERIO SHOULD REMAIN EASY TO MANIPULATE--SO LONG AS HE DOESN'T DISCOVER IT WAS *I* WHO INFORMED THE POLICE OF HIS ACTIVITIES!

WHICH LEAVES BUT ONE MEMBER LEFT TO RECRUIT! AFTER WHICH--

--THE WORLD WILL *NEVER* BE THE SAME!

EPILOGUE: THE NEXT MORNING.

DAILY BUGLE

I MAY NOT HAVE GOTTEN ANY SPIDER-MAN PHOTOS --

-- BUT THESE SHOTS OF THE CHARITY SHOW ITSELF SHOULD-- EH?

MY SOURCE IN THE SPECIAL INVESTIGATION UNIT IS SOLID! HE SAYS THEY WERE SET UP TO SIMULATE AN EARTH-QUAKE, PROBABLY FOR AN ARMORED CAR ROBBERY!

BUT THEY STILL DON'T KNOW WHY THE SCHEME WAS ABANDONED!

ILLUSIONS? THAT SOUNDS LIKE--

--OH, NO. MYSTERIO?

--HOLOGRAPHIC PROJECTORS, BEN! I SWEAR!

WHEN DOC OCK RESCUED ELECTRO AT THAT WAREHOUSE,* I KNEW SOMETHING BIG WAS IN THE WORKS! BUT IF MYSTERIO IS ACTIVE AS WELL, THIS COULD BE BIGGER THAN I THOUGHT! MAYBE EVEN BIGGER...

...THAN I CAN HANDLE!

*LAST ISSUE.--J.S.

WE'LL SOON SEE! AS NEXT ISSUE FEATURES THE LAST OF THE FOULEST--

THE VULTURE!

(PLUS, A VISIT FROM THE GENTLEMAN CALLED CHANCE!)....IN 2 WEEKS!

MARVEL® COMICS

THE RETURN OF THE SINISTER SIX™

PART THREE OF

the AMAZING SPIDER-MAN®

SOMEONE DIES!

TM

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NOW ON SALE TWICE A MONTH!

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Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

THE WAGERS OF SIN!

ABOVE A DESERTED LONG ISLAND BEACH, A SOUND BIT OF WISDOM IS PROFESSED:

MAKE WAY FOR... The Vulture!

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RICK PARKER
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BOB SHAREN
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I DON'T KNOW, *KINGPIN.* JUST 'CAUSE HE CAN FLY AND CARRY A *MANNEQUIN* DOESN'T MAKE HIM THE RIGHT MAN FOR THE JOB!

PATIENCE, MR. GROUPER. VULTURE WAS MY *PERSONAL CHOICE* IN THIS MATTER. TO LEARN WHY, I SUGGEST YOU--

--WATCH!

WHUSSSSH

EEEP!

SHHHEW

YOWK!

SPKASH!!!

THAT TAKES CARE OF *ONE* DUMMY!

EXCELLENT! MR. TRASK HAS BECOME A *NUISANCE*, REFUSING TO ALLOW HIS ATLANTIC CITY CASINOS TO JOIN OUR ORGANIZATION. HIS *DEATH* SHOULD PROVIDE AN EXAMPLE TO OTHERS OF THE ADVANTAGES OF *COOPERATION*.

WHY, IN TRUE CASINO SPIRIT, WE'RE EVEN TAKING *WAGERS* ON THE OUTCOME.

AND THERE'LL BE EVEN *LESS* LEFT OF *RAYMOND TRASK!*

AND BY HIRING THE VULTURE AS OUR ASSASSIN, A *POSITIVE* RESOLUTION IS ASSURED!

WOULDN'T YOU AGREE, Mr. GROUPER?

MAYBE.

BUT I'VE BET MY LAST *DIME* ON THIS HIT!

MIGHT BE SMART TO BUY A LITTLE "INSURANCE"... JUST IN CASE SOMETHING GOES *WRONG!*

THE 59TH STREET BRIDGE, NEAR QUEENS.

SOMETHING'S WRONG!

THWIPP

HOW DID NATHAN GET ALL THAT CASH?*

IT IS! IT IS HIM!

NATHAN'S IN LOVE WITH MY AUNT MAY!

BUT HE TRIED TO TAKE SOME OF HER MONEY ONCE, TO PAY OFF GAMBLING DEBTS. IF HE'S AT IT AGAIN...!

I'D BETTER ASK HIM SOME QUESTIONS, AS--

* AS SHOWN IN ISSUE #334. --J.S.

"--PETER PARKER!"

HI! IS THIS THE HOME OF THE FAMOUS *MAY PARKER OAT BRAN MILKSHAKE?*

PETER, DEAR! I'LL FIX YOU ONE RIGHT AWAY!

WORLD'S BEST Aunt

GOOD. THAT'LL BUY ME SOME TIME ALONE WITH--

"--NATHAN!"

H-HOW DID YOU FIND OUT ABOUT THE *MONEY?!*

I'M A CRIME PHOTOGRAPHER. I HAVE CONNECTIONS. NOW I WANT SOME *ANSWERS!*

I KNOW WHAT YOU'RE THINKING! BUT I DIDN'T *STEAL* IT! I...

...I CASHED IN MY LIFE INSURANCE!

WHAT? YOU'VE GOT A TERMINAL HEART CONDITION, AND YOU CANCELED YOUR *INSURANCE?!* B-BUT, WHY--

THAT'S *MY* AFFAIR! AND IF YOU REALLY CARE FOR YOUR AUNT, YOU'LL FORGET ALL ABOUT--

HERE IT IS, PETER! I SWEETENED IT WITH *PRUNES!*

OH. YEAH. THE SHAKE.

=GULP=

YUM!

MANHATTAN: THE PENTHOUSE HOME OF NICHOLAS POWELL.

HEADS!

HEADS IT IS, Mr. GROUPER. YOU WIN!

I'LL LISTEN.

AND I'LL GET TO THE POINT, POWELL!

I KNOW YOU'RE CHANCE, A GUN-FOR-HIRE WHO DOESN'T CHARGE FOR HIS SERVICES--

-- BUT RATHER BETS THEM AGAINST HIS SUCCESS! I'VE GOT A JOB FOR YOU: BACK-UP IN THE TRASK HIT!

Mr. GROUPER, YOU SEEM TO BE LABORING UNDER A MISCONCEPTION.

NICK POWELL IS FIRST STRING; I DON'T "BACK UP" ANYTHING.

MY TAKE WOULD BE A MILLION DOLLARS. I'LL BET YOU TEN PERCENT.

A HUNDRED THOUSAND?

PERHAPS, Mr. GROUPER, THE MISCONCEPTION WAS MINE.

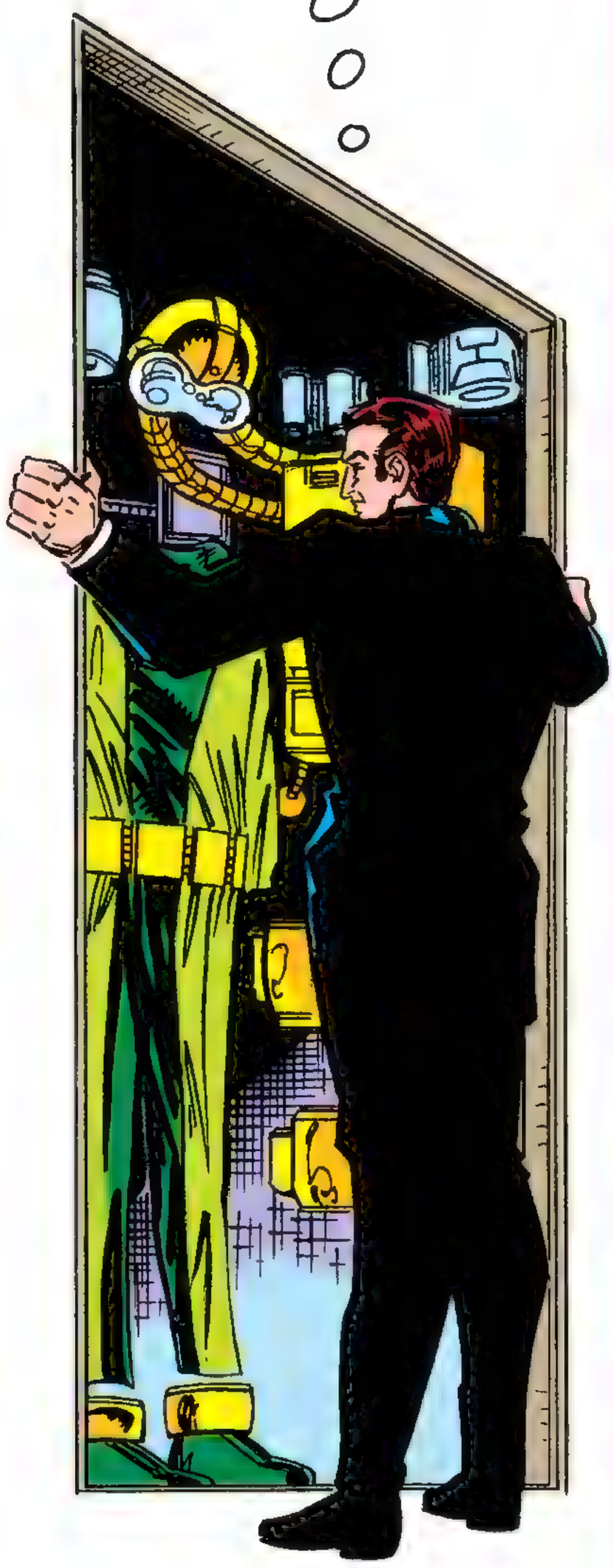
THAT'S BETTER!

AH, MONEY. SO NECESSARY.

SO UN-IMPORTANT.

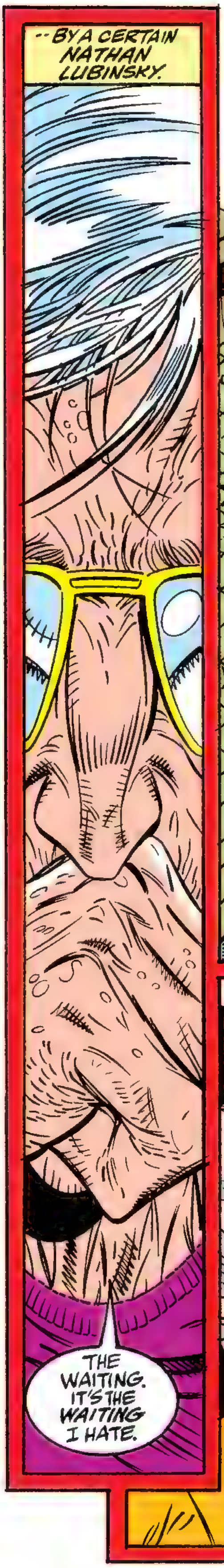
FOR THE ONLY THING THAT MAKES LIFE *TRULY* WORTH-WHILE IS THE *GAMBLE!* THE GREATER THE ODDS, THE SWEETER THE TASTE! WITHOUT RISK--

--LIFE WOULD HAVE *NO* VALUE AT ALL!



AN INTERESTING PHILOSOPHY. THOUGH ONE THAT MIGHT BE HOTLY DEBATED--

--BY A CERTAIN NATHAN LUBINSKY.



WILL IT HAPPEN TONIGHT? TOMORROW?

WILL I LAST ANOTHER WEEK?

STOP THAT, YOU OLD WORRY-WORT! JUST HUSH!

YOU'RE GOING TO BE WITH US A LONG TIME!

A LONG... LONG... TIME.

THE WAITING. IT'S THE *WAITING* I HATE.

NOW YOU TRY TO GET SOME REST. I ≥sniff≤ I-I HAVE SOME CHORES TO DO.

SWEET WOMAN... SO DO I.

MORGAN? LUBINSKY. WHAT'RE THE LATEST ODDS ON TRASK?

WHAT?

STILL *EVEN*?! BUT THAT'S NOT GOOD ENOUGH-- eh? NO.

I- I DON'T WANT TO WITHDRAW MY BET. ALL RIGHT. GOOD-BYE.

I FEEL GUILTY, BETTING ON THE DEATH OF A HUMAN BEING!

EVEN AN ARROGANT MANIPULATOR LIKE *TRASK!*

BUT IT'S THE QUICKEST WAY TO BUILD A NEST EGG FOR MAY. TO MAKE HER LIFE A BIT *EASIER* ONCE I'M... I-I'M...

*

GONE.

BUT FOR NOW, WE GO TO SIXTH AVENUE, WHERE MARY JANE WATSON-PARKER WISHES HER HUSBAND--

--BYE-BYE!

BEAUTIFUL... FAMOUS... AND ALL MINE!

MMMMM ≥Smack≤

EVERY TIME MY LIFE STARTS TO FALL APART--WHICH SEEMS TO BE *HOURLY*--ALL I HAVE TO DO IS THINK OF MARY JANE.

BUT RIGHT NOW I'VE GOT TO THINK ABOUT THE "*TRASK DUCHESS*," RAYMOND TRASK'S LATEST TOY.

I'M TO PHOTOGRAPH THE YACHT'S *CHRISTENING* TODAY.

CHARTER 463

NEED TO GET MY MIND OFF SPIDEY, NATHAN...EVEN THOSE LEY LINE *ENERGY EXPERIMENTS* I'M WORKING ON AT EMPIRE STATE UNIVERSITY.

THIS WON'T PAY AS MUCH AS SPIDEY ACTION SHOTS, BUT AT LEAST I'LL BE ABLE TO *RELAX* FOR A CHANGE!

UH-HUH.

RIGHT.

SUUUURE.

AND SOON, ON THE HUDSON RIVER, AMIDST ALL THE POMP AND SPLENDOR THAT MONEY CAN BUY...

OH, NATHAN, I SHOULD NEVER HAVE LET YOU TALK ME INTO THIS!

YOU SHOULD BE HOME RESTING!

THIS IS IMPORTANT. I CAN REST--

-- WHEN IT'S OVER.

WHILE ELSEWHERE...

SPIDER-SENSE? NO, NOT BECAUSE OF DANGER.

MORE LIKE A SOURCE .. OF GREAT POWER! BUT...

THERE'S NOTHING THERE!

HOWEVER, HOVERING ABOVE, IN ASTRAL FORM...

LOOK AT THEM, MASSING TO VIEW A MAN WHOSE SALIENT SKILL IS MATERIAL GAIN. THEY HONOR NOT THE MAN--

--BUT HIS POSSESSIONS.

HOW TYPICAL.

AND, NATURALLY, OF NO POSSIBLE INTEREST TO DOCTOR STRANGE.

NOW IT'S GONE! BOY--

-- I NEED THAT RELAXATION MORE THAN I THOUGHT!

LADIES AND GENTLEMEN-- WELCOME!

I'M RAYMOND TRASK!

NICE SUIT. MAYBE IF I TAKE ENOUGH PICS--

KLIK WHIRRRR

--I CAN AFFORD ONE OF THE LAPELS!

HUH--?!

OH, LORD!

POOM

EEEEEE!

POOM

POOM

CONCUSSION GRENADES SHOULD SOFTEN UP THE BODYGUARDS! THEN--

--I SWOOP IN FOR THE KILL!

SO MUCH FOR SPIDEY'S LITTLE VACATION!

WHIRLWING GUST WILL TAKE CARE OF ANY GUARDS STILL ON THEIR FEET! AND NOW--!

YOU'RE MINE, TRASK!

THWIPP

AH-AH-AH!

DON'T YOU KNOW IT'S NOT POLITE TO REACH? ALWAYS ASK SOMEONE TO PASS THE VICTIM!

YOU?

HEEERE WE GO AGAIN! HE *ALWAYS* TAKES OFF WITH ME IN TOW!

ARRRGH!

WHICH IS WHY I KNOW EXACTLY WHAT TO DO!

I JUST YANK MYSELF UP ALONG THE WEB-LINE--

--CREATE A LITTLE SLACK--
HNH--?

THE MOMENTUM OF WHICH SHOULD BRING OL' FEATHERFACE INTO CLOSE COMMUNION--

"--WITH THE PAVEMENT!"

FLUMPH

--THEN DIVE BACK DOWN AGAIN!

TWANGGG

THERE, NOW! THAT WASN'T SO--

BAM BAM BAM

"AW, GEEZ! AND VULTURE THOUGHT *HE* WAS SURPRISED WHEN I SHOWED UP!

CHK

SPATCH

KTOW KTOW

--TOUGH?

"WHAT'S *CHANCE* DOING HERE?!?

"STUPID QUESTION.

"HE'S AFTER *TRASK!* AND HE'S DODGING BULLETS LIKE THEY WERE POP FLIES! MAYBE HE WON'T BE SO LUCKY--

"... AGAINST A *LINE DRIVE!*"

WHUNT

WHOA! SWITCHED HIS WRIST BLASTERS FROM **SHOT BURSTS** TO **LASER** MODE! BETTER DO SOME ARTFUL DODGING OF MY **OWN!**

YOU'RE FAST, WALL-CRAWLER!

BUT I'VE GOT THE SPEED OF **LIGHT** ON MYSIDE!

YOU'VE ALSO GOT A PIECE OF **SPINACH** ON YOUR **TEETH!**

LASER **THIS,** HOTSHOT!

SSSSS

OKAY.

SSSSS

CUTE.

BET YOU DON'T HAVE LASERS--

--IN YOUR HELMET!

THWIP-WAPSH!

CURSE YOU, SPIDER-MA--

CHRAKK

THIS WILL NOT DO!

HELMET SCANNERS CAN'T SEE A THING!

HAVE TO FLY STRAIGHT UP, THEN ANGLE AWAY!

MAKE SURE MY FREEDOM--

--DOESN'T GO THE WAY OF MY PRIDE!

GOOD-BYE, HUNDRED GRAND.

>Sigh<

I'LL MISS YOU...!

HER!

SHE'S PERFECT!

STOP STRUGGLING, NATHAN!

THEN YOU STOP *PUSHING*, BLAST IT! I'VE GOT TO SEE WHAT--

NATHAN!

GOTCHA!

MAY!?

YOU'RE FRAIL! VULNERABLE! THE IDEAL *HOSTAGE!* THAT WEB-SLINGER WOULDN'T *DARE* ATTACK ME NOW! *NO ONE* WOULD!

?!

FOOL!

--GASP!-- OH, MY GOD!

H-HE'S FLYING AWAY!

TAKING ME *WITH* HIM!

AT LEAST MAY IS--

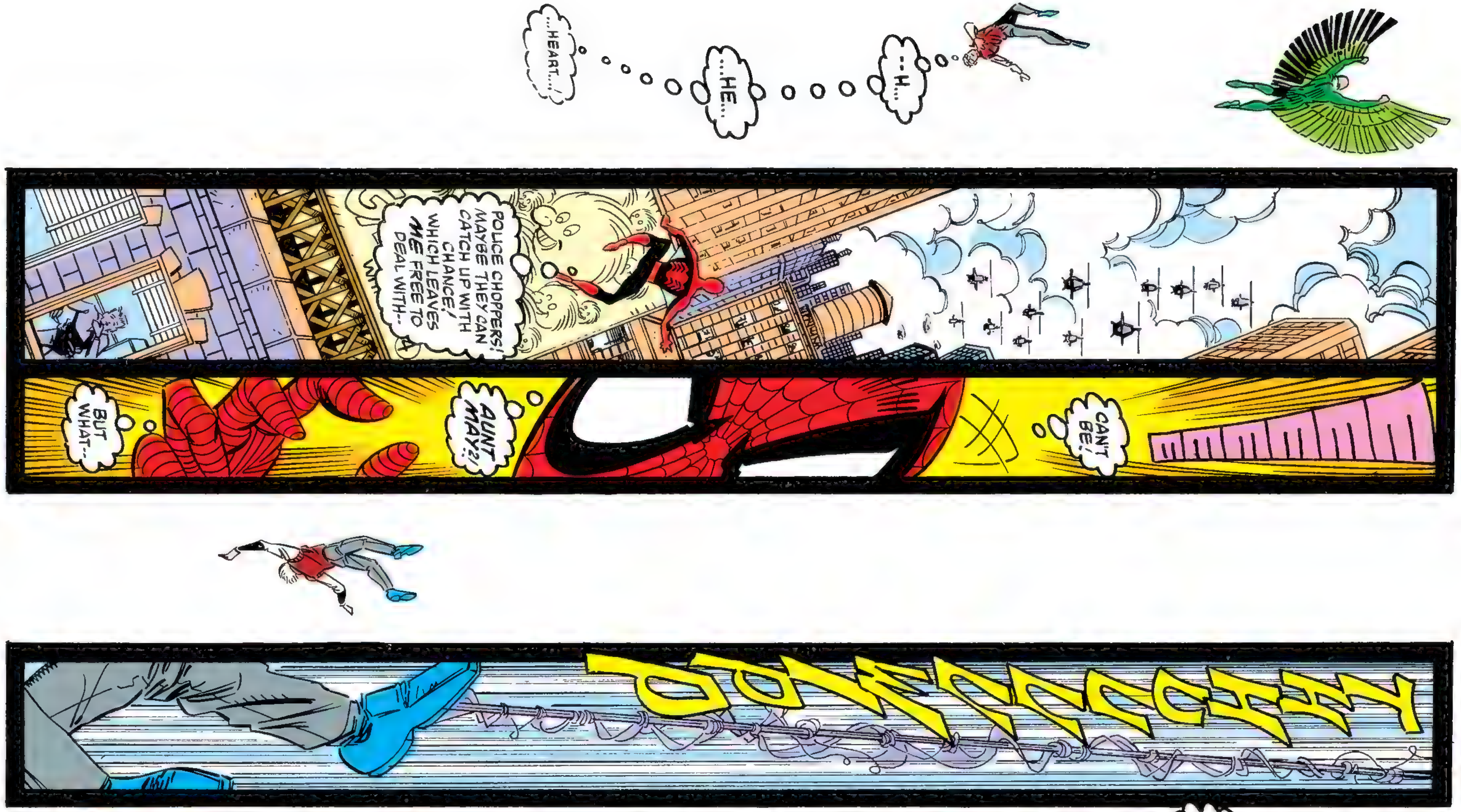
S-SO HIGH UP!

I'LL FALL!

I-I'LL *DIE!*

HELP! S-SOMEONE! H--

LET... *HER*... GO!


....HEART...!
....HE....
...H...
POLICE CHOPPERS! MAYBE THEY CAN CATCH UP WITH CHANCE! WHICH LEAVES ME FREE TO DEAL WITH--
BUT WHAT--
AUNT MAY?!
CAN'T BE!
DOWNFALL
...M...MAY....
IS... IS... HE...?

HELICOPTERS!

SURROUNDING ME!

EVEN ABOVE--!

NEED A LIFT?

WHA--?

DR. OCTOPUS! WHAT THE DEVIL ARE YOU DOING HERE?

I'VE BEEN LOOKING FOR YOU, ADRIAN. TO OFFER YOU A BUSINESS PROPOSITION.

WHEN MY SOURCES REPORTED THIS TRASK FIASCO, I THOUGHT I'D TAKE ADVANTAGE OF IT!

NOW, ABOUT THAT LIFT...!

WUP WUP WUP WUP

WELL...

...PERHAPS JUST AS FAR AS THE JERSEY SHORE!

THAT SHIP LOOKS LIKE THE ONE DOC OCK USED TO RESCUE ELECTRO!*

TOO FAST FOR ME TO FOLLOW! AND BESIDES--

* IN ISSUE#334.-- J.S.

--I'M NEEDED SOMEWHERE ELSE RIGHT NOW!

HUSH, DEAR! PLEASE! D-DON'T TRY TO TALK! THE *PARAMEDICS* WILL BE HERE ANY MINUTE!

D-DOESN'T... MATTER. BET... EVERY CENT... O-ON A LOST... CAUSE!

WANTED... TO LEAVE YOU... WELL OFF! N-NOW... I LEAVE YOU...

...NOTHING!

...EVERYTHING.

SILLY. :Sniff: Y-YOU'VE GIVEN ME...

ONE HEART STOPS BEATING.

ONE HEART BREAKS.

AND PETER PARKER'S HEART GOES OUT TO THEM BOTH, SHARING THE LOSS AND PAIN.

AND THE HELPLESS KNOWLEDGE THAT THERE ARE SOME BATTLES--

--EVEN A HERO CAN'T WIN.

NEXT ISSUE: THE **SIX** ARE NOW *ONE*-- AND MORE *SINISTER* THAN EVER! -- *IN* **TWO** *WEEKS!*

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THE RETURN OF THE SINISTER SIX

PART FOUR OF SIX

the AMAZING SPIDER-MAN®

THE VULTURE!™ DR. OCTOPUS!™ MYSTERIO!™ SANDMAN!™ ELECTRO!™ AND HOBGOBLIN™ MAKES SIX!

ERIK LARSEN & SNYDER 2-13-90

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

DAVID MICHELINIE Writer | ERIK LARSEN Pencils | TERRY AUSTIN Inks | RICK PARKER Letters | BOB SHAREN Colors | JIM SALICRUP Editor | TOM DEFALCO Editor in Chief

Bits AND WRONGS

THE BODY IN THE BRASS-HANDLED BOX BELONGS TO NATHAN LUBENSKY, A COMPULSIVE GAMBLER WHOSE FINAL BET HAD COST HIM HIS LIFE. IN A WAY, HE'S LUCKY; HE DOESN'T HAVE TO LIVE WITH THAT LOSS.

THOSE WHO GATHER AROUND HIS FRESHLY-DUG GRAVE, HOWEVER... DO.

AMEN.

WE'RE SO SORRY, MAY.

NATHAN WAS A FINE MAN.

WE'LL ALL MISS HIM.

HYPOCRITES! LUBENSKY WAS NOTHING BUT AN OLD GROUCH!

WHY DON'T YOU COME HOME WITH US, AUNT MAY? MARY JANE AND I WOULD *LOVE* TO HAVE YOU!

I'VE GOT TO GET USED TO BEING ALONE; SNIFF; SOMETIME. I-I MIGHT AS WELL START NOW.

LOSING A LOVED ONE AT *ANY* AGE IS TOUGH. BUT MAY HAS TO MAKE HER OWN DECISIONS.

ALL WE CAN DO IS BE SUPPORTIVE, LET HER KNOW WE LOVE HER.

MJ'S RIGHT. AND FOR ONCE I'M GLAD THERE'S SO MUCH GOING *ON* IN MY LIFE! MAYBE I CAN LOSE MYSELF IN THAT *LEY LINE* PROJECT AT E.S.U.-- MIGHT HELP ME GET MY MIND OFF AUNT MAY'S PAIN.

I'M WORRIED.

BUT THANK YOU, PETER. YOU'RE A DEAR.

AUNT MAY IS FRAIL. LOSING HER *FIANCÉ* AT THIS STAGE OF LIFE COULD CRUSH HER.

AND IF THAT'S NOT ENOUGH, THERE'RE ALWAYS MY PROBLEMS AS *SPIDER-MAN*! LIKE FIGURING OUT THAT MYSTERIOUS PLAN *DOCTOR OCTOPUS* SEEMS TO BE HATCHING!

SPEAK OF THE DEVIL.

AND AT A DOCKSIDE WAREHOUSE IN NEW JERSEY--

--YOU CAN HEAR HIM AS WELL!

THE SINISTER SIX!

AT LAST!

CORDCO, INC. INTENDS TO LAUNCH A SATELLITE FROM THEIR LONG ISLAND FACILITIES, FOR SOME SILLY COLLEGE EXPERIMENT.

WE WILL *MODIFY* THAT SATELLITE TO SPRAY A DEADLY *POISON* INTO THE ATMOSPHERE, KILLING EVERY-ONE ON THE PLANET--

NOW THAT WE'RE TOGETHER, I CAN TELL YOU *WHY* I'VE GATHERED YOU HERE. QUITE SIMPLY: I PLAN TO HOLD *EARTH* FOR RANSOM!

--IF THEY REFUSE TO MAKE *US* THEIR UNCONTESTED RULERS!

I DON'T KNOW. I WOULDN'T WANT TO LIVE WITH THAT KIND OF *SLAUGHTER* ON MY CONSCIENCE.

WORRY NOT, *SANDMAN*. WORLD GOVERNMENTS WON'T *DARE* RISK SUCH ANNIHILATION! BESIDES--

--I'VE TOLD YOU WHAT WILL HAPPEN IF YOU *REFUSE* TO HELP!

THERE'S ANOTHER PROBLEM, OCTOPUS. IF WE DO HAVE TO USE THE POISON--

AH, *MYSTERIO*--

--SO LITTLE FAITH! I RE-FORMED THE SINISTER SIX FOR A *REASON*!

FOR EXAMPLE: THAT ENVELOPE CONTAINS INSTRUCTIONS ON HOW YOU AND *HOBGOBLIN* WILL OBTAIN A BRAND NEW ELEMENT CALLED *BURUNDITE*.

RECENTLY DISCOVERED IN AFRICA AND ON LOAN TO EMPIRE STATE UNIVERSITY, WHEN CORRECTLY PROCESSED IT WILL PROVIDE US WITH COMPLETE *IMMUNITY* TO THE POISON!

--WON'T *WE* DIE, TOO?

WHILE *VULTURE*--

--AND *ELECTRO*--

--WILL RETRIEVE *OTHER* ITEMS TO HELP ASSURE OUR VICTORY!

IF WE WORK *TOGETHER*, MY FRIENDS--

--THE SINISTER SIX WILL SOON *OWN* PLANET EARTH!

WHILE ELSEWHERE ON THAT SELFSAME GLOBE...

I HAVE REHEARSAL IN AN HOUR, HON. WANT ME TO DE-FROST A CASSEROLE FOR DINNER?

FINE.

OR WOULD YOU PREFER CHINESE?

FINE.

HOW ABOUT DEAD RAT?

FINE.

HEY, PAL, WE'RE A *TEAM*, REMEMBER? I NEED SOME INPUT!

LOOK, BLAST IT, I DON'T *CARE* WHAT I EAT! OR EVEN *IF* I EAT!

JUST... OH...

...JUST LEAVE ME ALONE!

WELL! OF ALL THE SHORT-FUSED, INSENSITIVE--!

I'VE NEVER *SEEN* PETER SO...SO...

ABUSIVE? HMMMM.

SKRITCH SKRITCH

...CONFUSED!

BUT I'VE GOT PROBLEMS OF MY OWN! *JONATHON CAESAR*, THE LUNATIC WHO KIDNAPPED ME, IS OUT ON BAIL! AND THE DIRECTOR OF MY SOAP OPERA WAS HOSPITALIZED IN AN "*ACCIDENT*" A FEW DAYS AGO! WHAT I *DON'T* NEED IS MY HUSBAND ACTING LIKE A *JERK*!

FEEL LIKE PUTTING MY *FIST* THROUGH A WALL, BUT A SUCCESSFUL MARRIAGE IS GIVE AND TAKE!

PETER, I--

I'M SORRY, SWEETHEART. I'M JUST SO UPSET ABOUT AUNT MAY. I SHOULD NEVER HAVE TAKEN IT OUT ON YOU.

FORGIVE ME?

WELL, IF YOU PUT IT THAT WAY...

...I GUESS I COULD BE PERSUADED.

COULD I PERSUADE YOU *AFTER* I GET BACK FROM SCHOOL?

DOC SWANN'S WAITING, AND I'M AFRAID *LEY LINES* HAVE NO SENSE OF ROMANCE.

AW, OKAY.

GUESS IT'S *MY* TURN TO *GIVE*.

I'LL APOLOGIZE.

I'LL KEEP THE DEAD RAT WARM.

HUH?

SHE SMILES.

:SIGH: WATCH THE TEMPER, GIRL. PETER'S NEVER BEEN LIKE THIS BEFORE. SO HE MUST *HURT* MORE THAN EVER BEFORE!

AND AT EMPIRE STATE...

FAS-CINATING!

WHAT A PRIVILEGE, BEING ONE OF THE FIRST TO EXAMINE BURUNDITE! I--

-- EH? SMOKE! A FIRE?!

NO.

MERELY THE AUGUST ENTRANCE OF--

--MYSTERIO! NOW, HAND ME THAT CRYSTAL!

YOU'RE CRAZY! I'LL CALL THE POLICE! I...I- I'LL...

...DO...

...WHAT-EVER...

...YOU...

...SAY.

SEE, HOBGOBLIN? SUBTLETY IS THE KEY. THE HYPNOGENS IN MY CLOAKING MIST MAKE THIS RESEARCHER OUR SLAVE. ALL WE NEED DO IS ASK, AND--

DR. HATTON! WHAT ARE YOU DOING?!

GIVE ME THAT!

THIS SAFE IS TITANIUM STEEL!

YOU'LL NEVER GET THE BURUNDITE!

SUBTLETY.

UH-HUH.

SHUNK

SKLEESH

Ah, GEEZ!

MAYBE I SHOULD TRANSFER TO NOTRE DAME!

NONETHELESS, A QUICK COSTUME-CHANGE LATER...

THE HOBGOBLIN! BASHING A COUPLE OF SECURITY GUARDS!

GUESS IT'S TIME TO PLAY MR. BUTTINSKY!
THOK
AGH---!

RAZOR-BATS!
PUMPKIN BOMBS!
AND MYSTERIO?!
WHAT'S GOING ON HERE?
SPIDER-MAN! AN UNEXPECTED COMPLICATION!
BUT ONE EASILY RESOLVED! SINCE A SPRAY OF HALLUCINO-GENIC MIST--
--WILL CAUSE THOSE GAWKING SPECTATORS TO SEE--
"--PRECISELY WHAT I WANT THEM TO!"
THAT BIG BRUISER!
BEATIN' AN OLD WOMAN! GET 'IM!
HNH--?
STUDENTS MUST BE UNDER MYSTERIO'S CONTROL! I CAN'T FIGHT BACK!
SPLAT!

GRAB THE *BURUNDITE*, BUBBLE-HEAD! AND FOLLOW ME!

LOUT.

HEY! WH-WHY'RE WE THUMPIN' ON *SPIDER-MAN*?!

ILLUSION MUST BE WEARING OFF!

BUT HOBBY AND MYSTERIO--!

GONE.

WOW! LOOK AT THAT *HOLE!*

THAT'S NOTHIN', SYLVIA! I JUST HEARD ON RADIO--

OH, NO!

-- THERE'S A WHOLE *WAR* GOIN' ON AT GOVERNOR'S ISLAND!

OH, *YES!*

WHILE AT A PUBLIC PLAYGROUND NEAR GREENWICH VILLAGE, *FLASH THOMPSON* AND *FELICIA HARDY* SPEAK OF GENTLER THINGS...

THOUGHT I'D *NEVER* FIND THE RIGHT GIRL, 'LICIA. TILL I MET *YOU.*

I FEEL THE SAME, FLASH. YOU'RE *PERFECT.*

THE PERFECT *FOOL!* YOU'RE *SPIDER-MAN'S* BEST FRIEND! AND NOW THAT I'VE GOT YOU HOOKED, I'M GOING TO BREAK *YOUR* HEART JUST LIKE SPIDER BROKE *MINE!* I'LL SHOW HIM--

YO!

THE LADY'S PURSE. GIMME!

LOOK, THERE'S NO WAY--

--WE WANT ANY TROUBLE!

HERE.

WHAT A WIMP! AS THE BLACK CAT, I COULD TEAR THOSE WORMS APART! BUT WITH FLASH HERE--!

NOW WE GOT THE BREAD--

HOW 'BOUT SOME SUGAR?

THRAM

SHOULDA QUIT WHILE YOU WERE AHEAD!

NAIL 'IM!

I'M SEMI-PRO!

USUALLY DO THIS IN A RING!

WHO

SORTA HURTS WITHOUT GLOVES!

DON'T IT?

CHOK

YOU OKAY, BABE?

ALL MY LIFE I'VE BEEN ON MY OWN.

NO ONE EVER STOOD UP FOR ME!

UNTIL... NOW.

SURE, FLASH. I-I'M FINE.

THANKS.

FIVE MINUTES EARLIER; THE COAST GUARD COMPOUND ON GOVERNOR'S ISLAND...

COMIN' IN LOW! LOOKS LIKE TWO MEN!

ONE OF 'EM WITH--

WHAT THE--?

" --WINGS!"

SANDMAN! NOW!

SOUND THE ALARM!

THEY'RE AFTER THE EXPERIMENTAL AMPHIB UNIT!

THOSE MILITARY POLICE NEED SOMETHING ELSE TO OCCUPY THEIR ATTENTION!

A GASOLINE TANKER, WHEN DROPPED FROM A SUITABLE HEIGHT--

ROXON GAS

--SHOULD DO NICELY!

KRAKOOM

NEARBY...

THANKS FOR THE LIFT!

MY PLEASURE, WEBSLINGER!

LT134

'SPECIALLY IF I CAN MAKE BUCKS SELLIN' THESE *SNAPS!*

KLIK KLIK

IF THAT *PETER PARKER* GUY CAN DO IT...!

VULTURE! HE WAS PARTLY RESPONSIBLE FOR *NATHAN'S* DEATH!

IT'S PAY-BACK TIME!

MAYBE NOT...!

HATE DOIN' THIS!

BUT OCTOPUS THREATENED TO KILL THE *FAMILY* I LIVE WITH IF I DON'T PLAY ALONG!

LEMME SEE. ACCORDIN' TO THESE INSTRUCTIONS, PUSHIN' THAT YELLOW BUTTON SHOULD LAUNCH--

"--AN APPREHENSION NET!"

HUH?!

SHHING

SPIDER-SENSE WARNED ME IN TIME! BUT TWISTING OUT OF THE WAY'S THROWING ME OFF BALANCE!

CAN'T AVOID--

SPLAT

L-LONG WAY DOWN!

AND BUILDINGS TOO LOW TO SWING FROM!

GOT TO GUSH WEBBING BETWEEN THEM!

BUILD SOME SORT OF CUSHION BEFORE I--

=UNF!=

TANK-THING'S SUBMERGING! AND VULTURE'S FLYING OFF!

TOO FAR FOR A WEBLINE OR SPIDER-TRACER!

YEP.

THAT CONFIRMS MY SUSPICION.

THIS IS DEFINITELY NOT MY DAY....!

AND MOMENTS LATER, AS FURTHER EVIDENCE...

--POINTS BULLETIN! ELECTRO SPOTTED AT HENLY BUILDING! ALL UNITS--

POLICE

MORE?! I COULD USE SOME HELP HERE! BUT WHO--

--ALL RIGHT!

HEY, NO--

...VA?

Sigh NEVER MIND...

SPIDER-MAN

OTHERWHERE.

PERFECT!

THE IDEAL HONEYMOON SPOT FOR MR. AND MRS. JONATHON CAESAR! THE MISTAKE I MADE THE LAST TIME I OBTAINED MARY JANE WAS KEEPING HER SO CLOSE TO HOME --

--WHERE SHE HAD FRIENDS TO RUN TO WHEN SHE, AH, WANDERED OFF. BUT AT THE VILLA I'VE BUILT ON MY PRIVATE ISLAND IN THE CARIBBEAN, SHE'LL BE HAPPY FOR THE REST OF MY LIFE! AND IF THE SWEET DARLING ISN'T CONTENT, ALAS...

...SHE'LL ALWAYS HAVE THE SHARKS TO RUN TO!

AND ON THAT PLEASANT NOTE--

--WE RETURN TO OUR REGULARLY SCHEDULED STORY!

SHKAM!

HEATING UNIT EXPLODING! PIECE GOING OVER THE SIDE! I-IT'LL HIT PEDESTRIANS!

NOPE!

THWIPP

THIS LITTLE CHUNK OF SHRAPNEL--

--IS GOING RIGHT BACK WHERE IT BELONGS!

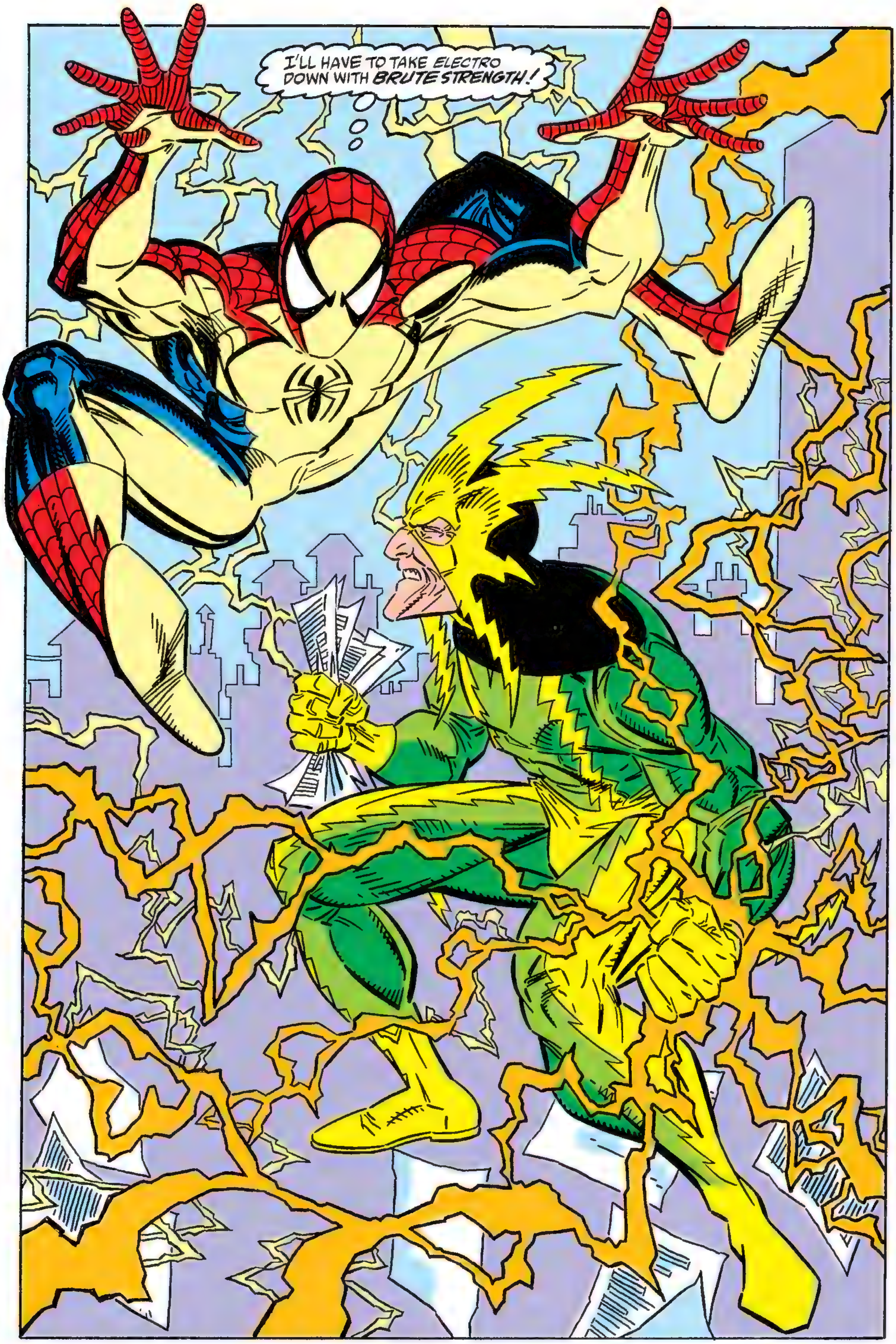
=WHOONF!=

THE PORTFOLIO!

TH-THE PLANS--!

UH-OH! WARNING LIGHT ON MY WEB-SHOOTER BLINKING! I'M ALMOST OUT OF WEB FLUID!

AND THERE'S NO TIME TO CHANGE CARTRIDGES!


I'LL HAVE TO TAKE ELECTRO DOWN WITH BRUTE STRENGTH!

ZZAPATCH

PLAN "B"! N-NEXT TIME--

--GOTTA HAVE A PLAN "B"!

GET ME OUT OF HERE!

NOW!

WHO THE DEVIL IS HE TALKING T--

--OOOOOP! DOC OCK'S TAXI SERVICE!

OOOO

BUT I CAN'T LET ELECTRO GET--

--AWAY?

THWIP-WIP-WIP

NUTS! WEB FLUID COMPLETELY GONE!

AND SO'S ELECTRO! LEFT NOTHING BEHIND BUT QUESTIONS, DESTRUCTION, AND--

...THAT PIECE OF PAPER?

PART OF WHAT ELECTRO WAS AFTER! WHAT--

--HUH. CONFIDENTIAL FILE FROM A SECURITY FIRM. PART OF A SYSTEM DIAGRAM FOR-- CORDCO?!

BUT THAT'S THE COMPANY THAT'S LAUNCHING THE LEY LINE SATELLITE! WHAT NEXT?!

ANSWER:

YOUR OPINION OF THE ASSAULT PLAN, VULTURE?

LOOKS SOLID. SHOULD WORK.

BUT THE ANTIDOTE!

ARE YOU SURE PROCESSED BURUNDITE WILL BE EFFECTIVE?

I SUGGEST YOU LEAVE THE CHEMISTRY TO ME, MYSTERIO.

WHILE YOU AND THE OTHERS CONCENTRATE ON GETTING THAT SATELLITE LAUNCHED!

FOR ONCE IT'S IN ORBIT, I'LL HAVE NO FURTHER USE FOR ANY OF YOU!

THEN I CAN PUT MY TRUE PLAN INTO ACTION! AND EARTH WILL BELONG--

--TO OCTOPUS ALONE!

NEXT ISSUE: FOR THE FIRST TIME EVER-- SPIDER-MAN VS. THE ENTIRE SINISTER SIX! AND TO THE WINNER... THE WORLD!

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THE RETURN OF THE SINISTER SIX™

PART FIVE OF

the AMAZING SPIDER-MAN®

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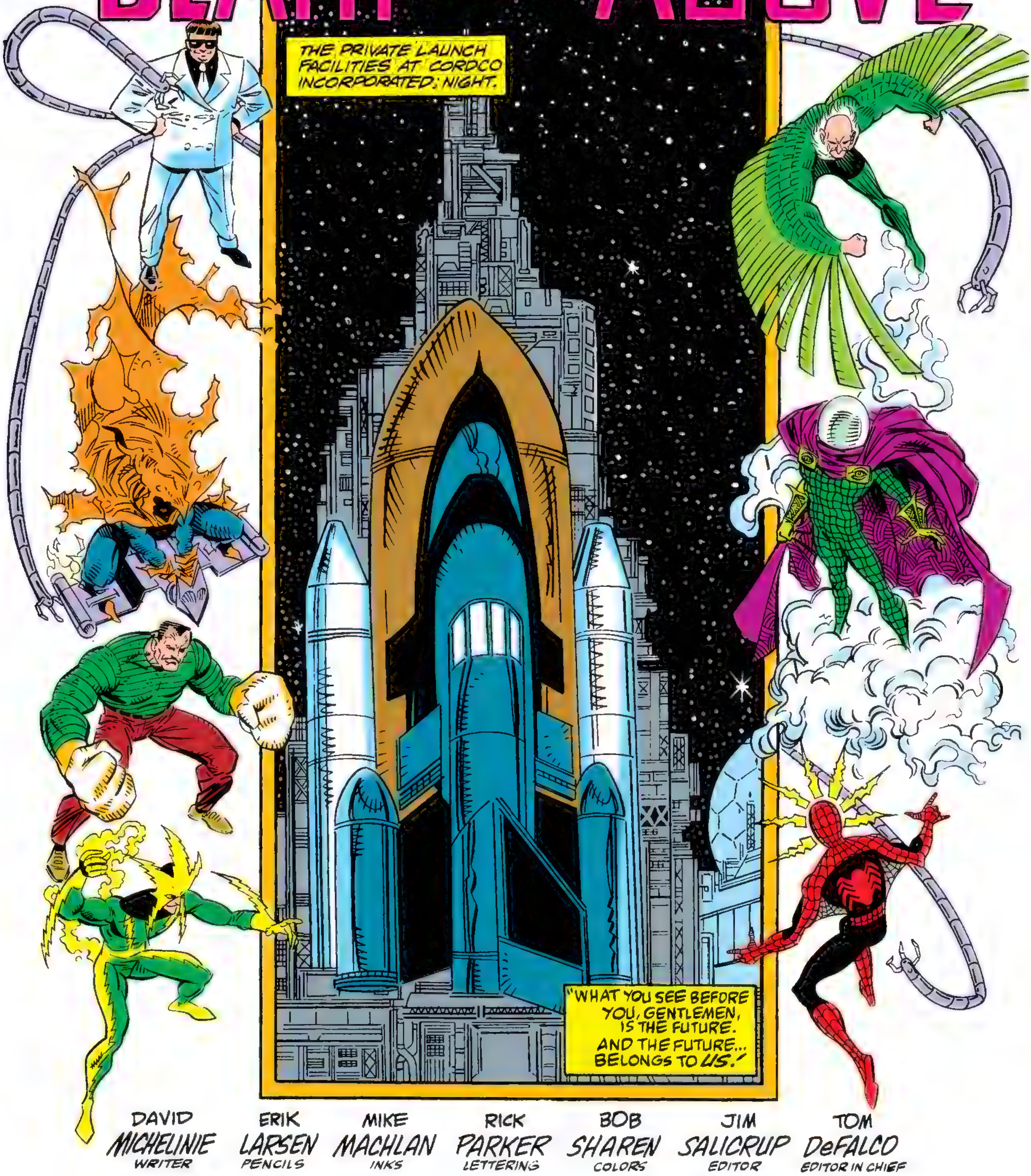
DEATH FROM ABOVE



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"CORDCO WON'T KNOW WHAT *HIT* THEM! EVEN AS THEY ARE CURRENTLY OBLIVIOUS--"

VIDEO SCANS FROM THIS VEHICLE'S *SPY GLOBE* VERIFY THE SECURITY SCHEMATICS YOU STOLE, ELECTRO! AND THEY, ALONG WITH THE AID OF OUR COLLEAGUES, SHOULD GUARANTEE THE SUCCESS OF OUR *ATTACK!*

EARTH WILL SOON *TREMBLE* BEFORE--

--THE SINISTER SIX!

I DUNNO, *DOCTOR OCTOPUS*...

...IF WE REALLY HAFTA MAKE GOOD OUR THREATS, *MILLIONS* COULD *DIE!* I DON'T THINK--

REALLY, *SANDMAN*, DO YOU ACTUALLY BELIEVE--

--THAT I *CARE* WHAT YOU THINK? SILENCE!

--TO THE FACT THAT WE'RE WATCHING THEIR *EVERY MOVE* FROM THE BOTTOM OF LONG ISLAND SOUND!

I'M WORRIED ABOUT THE WHINER, OCK.

HIS MISPLACED *MORALITY* COULD MEAN *TROUBLE!*

REST ASSURED, MY FRIEND. I'VE CONSIDERED ALL CONTINGENCIES.

TAK

WHILE ON THE LANDBOUND SIDE OF THE CORDCO COMPLEX...

MY. THIS IS CERTAINLY =YAWN= EXCITING!

PLSSSSHH

BEEN HANGING AROUND ALL NIGHT, EVER SINCE ELECTRO COPPED CORDCO'S *SECURITY* FILE!

AND SANDMAN *WILL* HELP US. ONE WAY...

...OR ANOTHER!

WHIRRRRR

HE'S BEEN WORKING WITH DR. OCTOPUS, AND SO HAS THE *VULTURE!* SOMETHING *BIG* IS IN THE WORKS!

BUT I DON'T KNOW *WHAT,* AND I CAN'T CAMP OUT HERE FOREVER; I'VE GOTA LIFE TO LEAD! BESIDES--

--I HAVE TO COME BACK TOMORROW ANYWAY. I NEED TO BE HERE FOR THE ROCKET LAUNCH.

THEY'RE GOING TO ORBIT A SATELLITE THAT'S PART OF AN EXPERIMENT FOR *EMPIRE STATE UNIVERSITY.* A PROJECT--

THWIPP

--*I'M* INVOLVED WITH AS *PETER PARKER!* THE SATELLITE'S GOING TO SPRAY A HARMLESS *DYE* INTO THE UPPER ATMOSPHERE, ENABLING INSTRUMENTS ON BOARD TO DETECT AND PLOT *LEY LINES.*

LEY LINES ARE STREAMS OF NATURAL MAGNETIC FORCE. THIS STUDY COULD HELP US *TAP* THEM, TO EASE FUTURE ENERGY CRISES!

BUT THAT'S TOMORROW.

TONIGHT--

--I'VE GOT TO HITCH A RIDE TO QUEENS, CHECK ON *AUNT MAY!*

BOOM

SHE'S TAKING HER FIANCE'S *DEATH* PRETTY HARD.

EVER SINCE NATHAN PASSED AWAY, SHE'S BEEN WITHDRAWING MORE AND MORE.

I JUST HOPE SHE'S ALMOST OVER HER--

"-- MOURNING."

YEP.

ALL SMILES.

BE BREAKING INTO A *LAMBADA* ANY SECOND NOW!

IMPACT

DARN.

IF I'M SUCH A HOTSHOT HERO--

-- HOW COME I CAN'T EVEN FIX A BROKEN HEART?

SOON...
HI, AUNT MAY!
WHY, PETER! HELLO, DEAR.
LET ME GET YOU SOME--
--TEA ?
DARN YOU, STUPID CUP!
CHINKSH
EASY, PRETTY LADY. YOU'RE JUST SAD. THAT'S NATURAL.
BUT I'M NOT SAD, PETER. I'M ANGRY!
AT NATHAN, FOR DYING?
AT ME--FOR WANTING HIM TO DIE!
HE WAS SO VITAL!
EVEN CONFINED TO A WHEELCHAIR, HE WAS ALWAYS CHUGGING AROUND LIKE A LITTLE LOCOMOTIVE! BUT AT THE END, HE WAS SO FEEBLE, IN SUCH PAIN! I...I ALMOST WISHED HE WOULD DIE!
I FEEL SO GUILTY!
YOU JUST WANTED HIS SUFFERING TO STOP.
BUT TO THINK THAT--!
AUNT MAY, GOD FORBID, BUT WHAT IF IT HAD BEEN YOU?
WOULD YOU WANT ME TO FEEL GUILTY--
--FOR WANTING YOUR PAIN TO END?
HEAVENS, NO! YOU'D JUST FEEL THAT WAY OUT OF... OF...
...LOVE?
PETER, YOU'RE A GOOD BOY.

LATER, AFTER A TROUBLED BUS RIDE TO SOHO...

EH? SPIDER-SENSE! WARNING OF--

NO TIME FOR COSTUMES!

HOPE MARYJANE'S IN A GOOD MOOD. THAT'LL MAKE ONE OF US!

KACHUNK

HAVE TO GET OUT OF SIGHT--

--AND GET UP TO THAT ROOF!

BLAST! DESERTED! NOTHING BUT A GAP WHERE THAT SLAB OF MASONRY CAME FROM! A GAP WHOSE EDGES LOOK--

--CHISELED!

WHILE IN A LOFT SEVERAL BUILDINGS AWAY...

...AND FIVE, AND SIX...

ELVIS

--LEY LINES COULD BE ESSENTIAL TO SECURING THIS NATION'S ENERGY INDEPENDENCE. THAT'S WHY THE **FANTASTIC FOUR** FULLY SUPPORT EMPIRE STATE UNIVERSITY'S RESEARCH INTO--

OH! HI, HON! THEY'RE TALKING ABOUT YOUR SCHOOL PROJECT ON "DONAHUE."

WITH *MR. FANTASTIC.*

BOY, THERE SURE ARE A LOT OF YOU COSTUMED TYPES IN THIS--HEY. HOW COME YOU'RE USING THE SKYLIGHT IN YOUR *CIVVIES?*

DOING A LITTLE STARGAZING ON THE ROOF?

NO. ACTUALLY--

--I WAS LOOKING FOR THE GUY WHO TRIED TO *KILL* ME!

AFTER EXPLANATIONS ARE MADE...

THINK *JONATHON CAESAR*'S BEHIND IT? HE DID KIDNAP ME-ONCE. AND RIGHT AFTER HIS PAROLE, *HAL McGEE*, THE DIRECTOR OF MY SOAP, WAS HOSPITALIZED IN A SIMILAR "ACCIDENT."

I DON'T KNOW. DROPPING ROCKS ON PEOPLE SEEMS A LITTLE *CRUDE* FOR CAESAR.

THAT'S TRUE. MAYBE WE SHOULD CALL *HAL GOLDMAN*, DOWN AT THE PRECINCT.

WE DON'T HAVE ANY PROOF. THAT GRANITE *COULD* HAVE COME LOOSE ON ITS OWN. NO, I THINK ALL WE CAN DO IS BE CAREFUL.

MAYBE.

AND MAYBE *NOT!*

NEW JERSEY.

BE CAREFUL, HOBGOBLIN!

HMM. IT'S THAT DANGEROUS?

IT'S CONCENTRATED, TO BE TIME RELEASED INTO THE ATMOSPHERE INSTEAD OF THAT EXPERIMENTAL DYE-- IF THE WORLD REFUSES TO MAKE US ITS MASTERS!

FEH! ALL THIS WAITING!

INDEED. WE MUST BE EXTREMELY CAUTIOUS!

OF COURSE. WE WOULDN'T WANT ANYTHING UNFORTUNATE TO HAPPEN!

HAVE PATIENCE! WE NEED THE TIME BEFORE THAT SATELLITE LAUNCH TO MAKE SURE THE POISON IS PROCESSED CORRECTLY!

THE POISON IN THESE CANISTERS IS DELICATE--AND DEADLY!

WOULD WE...?

THE NEXT MORNING, AT A CORNER OF HOUSTON STREET...

BUS STOP No. 4.5 No. 4.7

HERE COMES MY BUS.

WISH I COULD GO ALONG, SWEETHEART, BUT REHEARSAL SCHEDULES ARE UNFORGIVING!

HAVE A GREAT LAUNCH, OKAY?

I DIDN'T LIE TO PETER. NOT *REALLY*. I JUST DIDN'T MENTION THAT REHEARSAL ISN'T FOR A COUPLE OF HOURS YET.

BUT THAT CRACKBRAIN *CAESAR* HAS THREATENED MY FAMILY.

AND I'VE GOT TO DO *SOMETHING!*

OUÍ, MADAME? MAY WE BE OF SERVICE?

WELL, UM, YOU SEE--

--I WAS JUST LOOKING. BUT, HECK, SINCE I'M HERE, MAYBE YOU *COULD* SHOW ME SOMETHING IN A NICE... OH...

--.38 SPECIAL?

MIDTOWN HOSPITAL.

HAROLD McGEE?

MAY I CALL YOU "HAL"?

I'M JON CAESAR--A CLOSE, *PERSONAL* FRIEND OF MARY JANE WATSON. I'D LIKE YOU TO WRITE A NOTE ASKING HER TO MEET YOU.

SIGN *YOUR* NAME.

AND GIVE IT TO *ME.*

THINK SO?

WOULD A *LUNATIC* HAVE THE FORESIGHT TO BRING ALONG--

--A BIT OF HIGHLY TOXIC *PERSUASION?*

G-GOTTA GET HELP--!

NOT *THAT* WAY.

BEING RICH AND POWERFUL HAS ITS ADVANTAGES. I'M AFRAID YOUR NURSES ARE ALL... AH...

...*BUSY* AT THE MOMENT.

GOOD MAN. HAVE HER MEET YOU AT THE STUDIO.

EXCELLENT. UNFORTUNATELY, I CAN'T ALLOW YOU--

I'M SURE YOU UNDER-STAND.

SLEEP WELL, Mr. McGEE.

YOU'RE CRAZY.

THE SET NOT CURRENTLY IN USE.

--TO *SHARE* OUR LITTLE SECRET.

SQUIT

NO! D-DON'T-- AGH-G-G-G-GHEHHHH...

FOREVER!

LONG ISLAND.

UNCLE BEN WOULD'VE BEEN PROUD. AND IT MAY SOUND IMMODEST, BUT I AM, TOO! THIS IS WHAT I'VE DREAMED OF EVER SINCE HIGH SCHOOL:

THE BETTER-MENT OF THE WORLD THROUGH SCIENCE!

I DON'T KNOW WHEN I'VE FELT SUCH A SENSE OF ACCOMPLISH-MENT.

OF FULFILLMENT. OF--

PBOOM

--DEJÁ VU?

"THE VULTURE! AND HOBGOB-LIN?!"

WHILE AT THE COMPOUND'S NORTHERN PERIMETER...

SO MUCH FOR DREAMS...!

OOO

SPLAT

PRIVATE COPS THINK THEY CAN STOP US! SHALL WE SHOW 'EM THE ERROR OF THEIR WAYS?

WE GOTTA!

KZZZAK

SHAMP

REMEMBER YOUR INSTRUCTIONS!

MYSTERIO, YOU'LL INCAPACITATE THE GUARDS AT THE LAUNCH SITE--

-- WHILE VULTURE AND HOBGOBLIN KEEP ALL THE REST OF THE ***SECURITY FORCE*** BUSY! ELECTRO, YOU'RE TO DISRUPT COMMUNICATIONS!

IF WE GOTTA.

AND SANDMAN WILL ACT AS MY PERSONAL GUARD WHILE I TRANSPORT THE ***POISON DISPERSION DEVICE!***

NOW GO!

CONQUER!

"I DON'T BELIEVE IT!"

IT'S THEM!

WITH THE EXCEPTION OF HOBGOBLIN TAKING KRAVEN'S PLACE--

--THAT'S THE SINISTER SIX!

LAST TIME WE FOUGHT, I ONLY HAD TO FACE THEM ONE-ON-ONE!* PROBABLY THE REASON I SURVIVED!

AND IF I WANT THIS ENCOUNTER TO END THE SAME WAY--

*IN AMAZING SPIDER-MAN ANNUAL #1.-- J.S.

--I'D BETTER KEEP A LOW PROFILE!

CHOK

SPIDER-MAN!

GOOOOD!

HSSOOOSH

CHOOM

O. O

LOW PROFILE? JUST CALL ME MR. TRUMP!

THINK THEY'LL REACH THE ROCKET, SAM?

IT'S OUR JOB TO SEE THEY *DON'T*, KID! BUT THIS BLASTED *FOG* AIN'T HELPIN' THINGS!

SAM! TH-THERE'S SOMETHIN' *MOVING* IN THE FOG! SOMETHIN'--

--B-B-BIG!

L-LORD! THEY DIDN'T TEACH US ABOUT THIS AT THE *ACADEMY!*

KA

BONK

SATISFACTORY, OCTOPUS?

THE ILLUSION CAST BY YOUR *HYPNOGENS* WORKED PERFECTLY, MYSTERIO!

SANDMAN! KEEP WATCH!

YEAH. SURE.

"BOSS!"

HAVE TO USE THESE GUYS' POWERS AGAINST THEM!

LIKE TAGGING HOBBY'S GLIDER WITH A WEBLINE, CAUSING IT TO ARC INTO THE PAVEMENT!

PKASH

NOW I'LL SLING THE GLIDER AT--

--NUTS! HE DUCKED!

"BUT ELECTRO DIDN'T!"

PWANG

AND HIS UNAIMED BLASTS ARE TAKING *VULTURE* OUT! I MUST BE LIVING RIGHT!

THE POISON CYLINDERS ARE IN PLACE!

POISON? THEY *WOULDN'T*--!

YEAH, THEY *WOULD!* UNLESS *I* STOP THE--

--HUH?! WEBLINE *DISSOLVING!*

=Unf!=

MYSTERIO!

I SHOULD'VE KNOWN! HIS CHEMICAL MISTS ACT LIKE *ACID* ON MY WEBBING FORMULA!

AT LEAST I'M FALLING INTO SOME NICE, SOFT--

--SAND?

GIVE UP, SPIDER-MAN! DON'T MAKE THIS ANY TOUGHER!

I THOUGHT YOU'D GONE STRAIGHT, SANDMAN!

WASH!

YOU SHOULD'VE STAYED THERE!

AGH! SPIDER-SENSE TINGLING CONSTANTLY! HARD TO ISOLATE DANGER!

OBVIOUSLY...!

I'VE WAITED FOR THIS A LONG TIME, WALL-CRAWLER!

BUT I'M NOT WITHOUT COMPASSION: WHERE WOULD YOU LIKE YOUR BODY SENT--

--ONCE I'VE REMOVED YOUR *HEAD* FOR MY TROPHY ROOM?

NOOOOOOO!

CHWOOF

THAT'S *IT*, DOC! YA FORCED ME OUTTA RETIREMENT, THREATENED TA *KILL* THE FOLKS I BOARD WITH IF I DIDN'T COOPERATE!

BUT I AIN'T GONNA STAND AROUND AND WATCH YA *MURDER* SOMEONE IN COLD BLOOD! YA WANT THE WEB-SLINGER, YER GONNA HAFTA COME THROUGH *ME*!

YOU DISAPPOINT ME, WILLIAM. STILL, I *ANTICIPATED* SUCH TREACHERY.

AND, TAKING INSPIRATION FROM A BATTLE YOU ONCE HAD WITH THE *HULK*--

--I *PREPARED* FOR IT!

TZZZZZZZ

HUH?! B-BODY GETTIN' STIFF! SAND MELTIN'!

I-I'M TURNIN'?..

...INTO...

...GLASS?!?

BREAK HIM.!

BACK OFF, SKIN-TOP! OR GLASS ISN'T THE *ONLY* THING THAT'S GOING TO BREAK AROUND HERE!

BLAST! CAN'T GO AFTER OCTOPUS!

SPEAKING OF WHOM...

NO ONE WILL AGREE TO INITIATE THE CODED *LAUNCH SEQUENCE*?

PITY.

I SUPPOSE I'LL HAVE TO CONVINCE YOU...ONE AT A TIME!

=HNGF=

SNAP

"NEXT?"

ALL RIGHT, YOU MONSTER! I'LL DO IT! TO SAVE THE *OTHERS!*

GOD FORGIVE ME...!

TEK

FUEL IGNITING? *ENGINES* FIRING UP?! AW, GEEZ!

THE ROCKET'S STARTING TO *LAUNCH!*

GET OUT OF HERE! FAST! OR WE'RE ALL GOING TO--

--FRY!

BRRMBB

SHOOOSH

WHAT HAVE I DONE? DOC OCK! H-HE SAID SOMETHING ABOUT *POISON*--!

IT'S GONE! I... I COULDN'T *STOP* IT!

THAT HE DID, WEBSLINGER!

BUT IF I WERE YOU--

HUH?

--I'D WORRY ABOUT THE POISON--

--DOWN *HERE*!

PHSHHH

K-KOFF Choke

AT LEAST, WORRY FOR THE FIFTEEN SECONDS...

... YOU NOW HAVE LEFT TO *LIVE*!

OH, NO! BE HERE IN *FIFTEEN SECONDS*-- (WELL, OKAY, *TWO WEEKS*) FOR THE STUNNING *CONCLUSION*!

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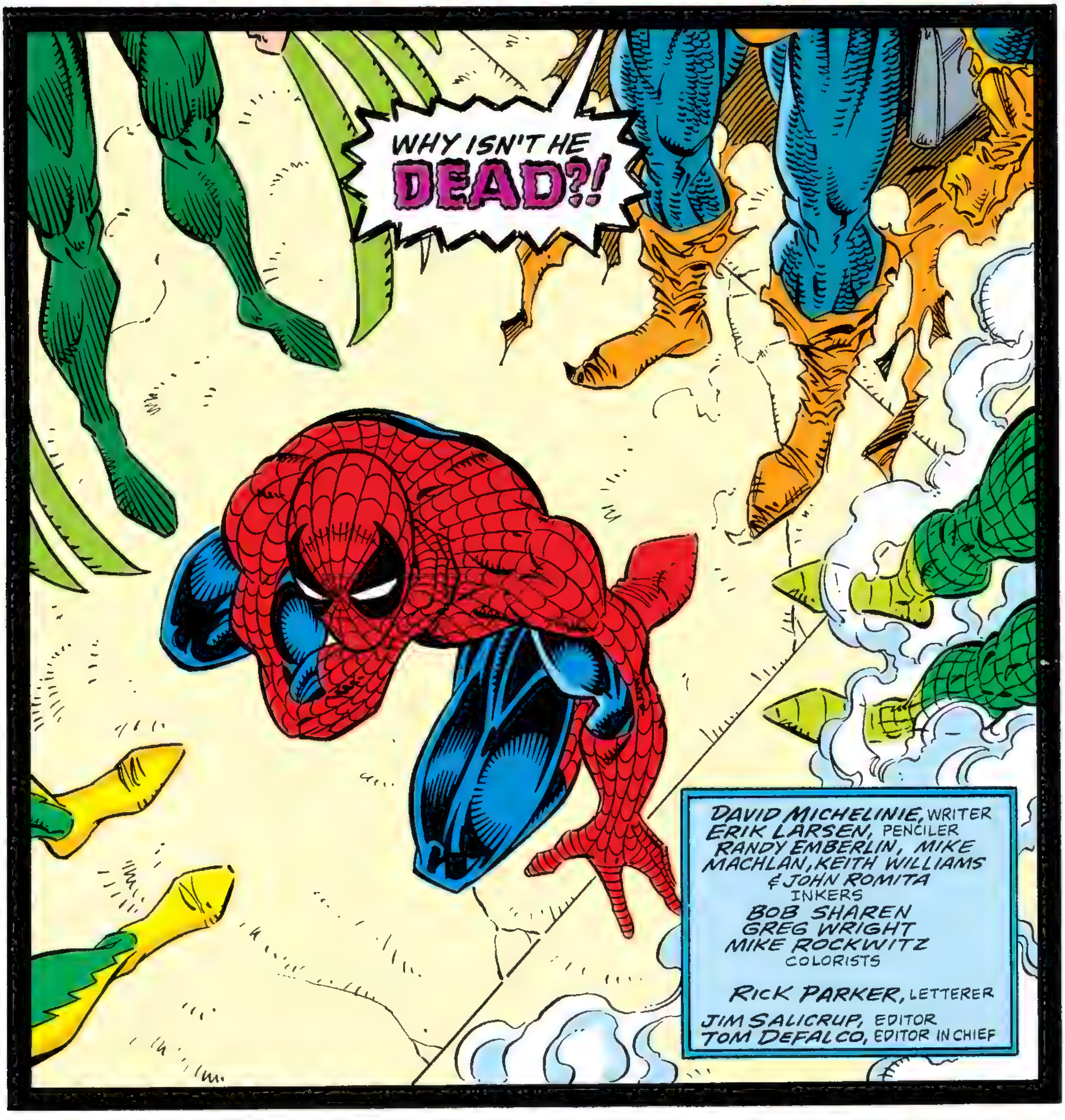

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VULTURE! MYSTERIO! YOU SAW ME! ELECTRO, YOU WATCHED WHEN I SPRAYED *SPIDER-MAN* WITH THE SAME *POISON* WE JUST LAUNCHED INTO ORBIT IN THAT CORDCO SATELLITE!

HE SHOULD'VE BEEN ROCK CHILL IN FIFTEEN SECONDS!

I DON'T HAVE MY *TIMEX* HANDY, HOBGOBLIN, BUT I THINK YOUR *DEADLINE* EXPIRED A COUPLE OF MINUTES AGO! WHAT GIVES?

ALAS, I'D HOPED TO KEEP MY LITTLE *SECRET* A WHILE LONGER!

DOCTOR OCTOPUS!

WHAT DO YOU MEAN? AND WHAT ARE YOU *DOING*?

PLIK

QUITE SIMPLY, MR. TOOMES--

"--I'M ACTIVATING THE *POISON DISPERSION DEVICE* WE LOADED ABOARD THAT CORDCO ROCKET!

"YES, YES, I KNOW WHAT I *SAID*: THAT WE'D RELEASE THE POISON ONLY IF EARTH REFUSED TO MAKE *US* ITS RULERS! BUT DO YOU REALLY THINK ME STUPID ENOUGH TO *CARRY OUT* SUCH A THREAT?"

ONLY AN *IDIOT* WOULD DESTROY THE ENTIRE PLANET! WHAT *PROFIT* IS THERE IN RULING THE DEAD?

NO, THAT "POISON" IS, IN ACTUALITY, A CLEVER AND DIABOLICAL *CURE!*

ONCE DIFFUSED INTO THE ATMOSPHERE-- A PROCESS WHICH WILL TAKE SEVERAL DAYS AND MANY ORBITS -- THAT FORMULA WILL MAKE *COCAINE ADDICTION* A THING OF THE PAST!

AFTER BREATHING IT, ANY ATTEMPT TO USE DRUGS WILL RESULT IN EXTREME *CONVULSIONS!*

AND THE SOLE ANTIDOTE IS... *BURUNDITE!*

HE TRICKED US! *USED* US!

DIE, OCTOPUS!

NOT BY YOUR PUMPKIN BOMBS!

OR ELECTRO'S POWER BLASTS!

MY METAL ARMS CAN *DEFLECT* THEM ALL DAY!

FORTUNATELY, YOU FOOLS STOLE THE WORLD'S ONLY *BURUNDITE* ***FOR*** ME! AND WITH SO MANY RICH AND POWERFUL INDIVIDUALS ***SLAVES*** TO COCAINE -- AND WILLING TO DO ANYTHING TO ***REMAIN*** THAT WAY -- I'M CERTAIN I CAN PARLAY MY SUPPLY OF *BURUNDITE* INTO ENOUGH INFLUENCE TO, INDEED, RULE THE WORLD --

-- *ALONE!*

A LENGTH OF TIME I'M AFRAID *YOU* GENTLEMEN DON'T HAVE!

WEEOOWEEOOWEE

THIS ISN'T THE END, TRAITOR!

BELIEVE IT! GOBLINS DON'T FORGET!

BUT THERE'S SOMETHING *YOU* FORGOT, OCK!

I DON'T HAVE TO WORRY ABOUT THE POLICE!

IN THAT CASE--

-- WORRY ABOUT *THIS*: THE DEVICE I USED TO TURN YOUR RELUCTANT ALLY, THE *SANDMAN*, INTO *GLASS!*

FOR IT'S ALSO THE ONLY THING THAT CAN *RESTORE* HIS HUMANITY!

THOUGH NOT, I HASTEN TO ADD, WHEN IT'S AT THE BOTTOM OF *LONG ISLAND SOUND!*

BLAST! HAVE TO USE A SPIDER-TRACER!

SPING

SO I CAN FIND IT LATER!

SPAK

AND HERE'S ANOTHER ONE--

SPING

"-- FOR YOU!"

THAP

NOW WHAT? IF I LET DOC OCK ESCAPE, GET OUT OF RANGE OF MY SPIDER-SENSE--

-- HE MIGHT BE TOUGH TO TRACK DOWN LATER! ON THE OTHER HAND...

"...NUTS."

SANDY ONLY HELPED THE SINISTER SIX BECAUSE OCK THREATENED THE *FAMILY* HE LIVES WITH!

HE'S SUFFERED ENOUGH!

THUS, AFTER A QUICK DIVE AND A QUICKER TRANSFORMATION (EFFECTIVELY MASKED BY THE SURROUNDING CHAOS)...

MR. MANN WAS WORKING WITH ME. HE HELPED SAVE LIVES.

CAN YOU GIVE HIM A LIFT BACK TO BROOKLYN?

YEAH, I GUESS. BUT WE'LL NEED **YOU** HERE--

-- TO EXPLAIN WHAT THE BLAZES IS *GOING ON!*

WELL, OKAY. BUT I HAVE TO WARN YOU:

IT'S NOT A *PRETTY* STORY.

*NOR A **SHORT** ONE!*

AS A RESULT, THE SUN WARMS A NEW DAY AS SPIDER-MAN FINALLY WEBSWINGS BACK TO HIS SOHO LOFT.

AND HIS SO-WHOA WIFE!

I'M HOME!

SO I SEE!

SORRY I'M SO LATE.

MMF≈ THANKS FOR CALLING TO TELL ME YOU WERE OKAY.

DETAILS LATER? I JUST GOT THIS NOTE FROM HAL McGEE.

HE'S OUT OF THE HOSPITAL AND WANTS TO MEET ME AT THE STUDIO WHERE WE TAPE "SECRET HOSPITAL."

NO PROBLEM. I'LL JUST SLEEP FOR A COUPLE OF MONTHS AND--

BRRRRNGG

PETER? DR. SWANN, AT THE UNIVERSITY. WE'VE ANALYZED THE GAS CANISTER THAT HOOLIGAN DROPPED AT CORDCO, AND I'M AFRAID WE HAVE A BIG PROBLEM!

ON MY WAY!

DON'T WANT TO FRIGHTEN MARY JANE...

THAT WAS SCHOOL, HON. I HAVE TO CHECK ON SOME EXPERIMENTS.

SHARE A CAB?

SURE. A CAB...

...THE SUN...

...THE MOON...

...THE STARS...!

THE OLD ELEVATOR RUMBLES, DROWNING THE RING OF A **SECOND** PHONE CALL -- AND THE DISTURBING MESSAGE THAT FOLLOWS...

MARY JANE? SUZY. LISTEN, I HAVE SOME BAD NEWS. I'M AFRAID HAL McGEE **DIED** IN THE HOSPITAL LAST NIGHT...!

EMPIRE STATE UNIVERSITY.

I WONDER WHAT THE PROBLEM IS. I'D THINK OCK'S ACTIVITIES WOULD BE **POLICE** BUSINESS NOW. GOSH, WHAT IF THERE WAS SOMETHING **DANGEROUS** IN THAT GAS I BREATHED!

MARY JANE AGREED TO LIVE WITH THE DANGERS I FACE BUT MY AUNT MAY DOESN'T EVEN KNOW I'M SPIDER-MAN! IF SOMETHING HAPPENED TO ME, **SHE'D** BE DEVASTATED!

HOWEVER...

IT'S THE EARTH, PETER! THE EARTH IS IN GREAT **PERIL!**

ANALYSIS INDICATES THAT OCTOPUS'S "CURE" HAS A CRITICAL SIDE EFFECT-- IT'S DISSOLVING THE **OZONE LAYER** FASTER THAN ALL THE AEROSOL SPRAYS IN THE WORLD!

HE WAS SO FOCUSED ON ITS **PRIMARY** EFFECT THAT HE DIDN'T SEE THAT ITS ULTIMATE RESULT COULD BE PRECISELY THE SAME AS HIS BOGUS "POISON" -- THE DEATH OF EVERY CREATURE ON THE PLANET!

WE'VE WORK TO DO, MY BOY!

SPIDER POWERS CAN'T HELP NOW! THIS IS GOING TO TAKE BRAINS!

TAKATAKA TAKA TAK

AND **TIME.** A SIGNIFICANT AMOUNT OF WHICH PASSES, BEFORE...

I THINK I'VE GOT **SOMETHING,** PROFESSOR SWANN!

I TAPPED INTO THE UNIVERSITY'S DATABANK--

-- AND STUDIED THE RESEARCH DONE ON THAT *BURUNDITE* CLUSTER BEFORE IT WAS STOLEN. ACCORDING TO MY CALCULATIONS, IF PLACED IN DIRECT CONTACT WITH OCTOPUS'S "CURE," THE "ANTIDOTE" COULD **DEACTIVATE** IT!

ONLY PROBLEM IS, TO GET THE ANTIDOTE, WE'VE GOT TO FIND **DR. OCTOPUS!**

AND HOW IN HEAVEN'S NAME DO WE DO *THAT?*

TO START WITH I MAKE A **PHONE CALL...!**

MEANWHILE, HAVING COMPLETED SEVERAL ERRANDS--

--MARY JANE WATSON-PARKER ARRIVES AT A MIDTOWN TELEVISION STUDIO.

WHERE...

ODD THAT HAL WOULD WANT TO MEET *HERE*. THIS IS THE SET WHERE HE HAD HIS ACCIDENT. AND IT'S STILL SEALED OFF PENDING AN INVESTIGATION.

HAL? ARE YOU--

I REGRET THAT MR. McGEE IS BUSY... BEING *DEAD*!

JONATHON CAESAR! B-BUT, HAL--?!

REALLY, I COULDN'T ALLOW HIM TO TELL ANYONE ABOUT THAT *NOTE* I HAD HIM WRITE YOU, COULD I?

WH-WHAT DO YOU WANT?

WHAT I'VE ALWAYS WANTED, MY DARLING: *YOU!*

MY LEAR-JET IS WAITING AT LAGUARDIA TO WHISK US AWAY--

--TO AN ISLAND PARADISE WHERE NO ONE WILL DISTURB US. *EVER!*

AND WHAT HAPPENS IF I TELL YOU TO STICK YOUR LEAR WHERE IT WON'T GET SUNBURNED?

THEN, SWEET ANGEL, I'D HAVE TO DO SOMETHING THAT WOULD MAKE US BOTH...SNIFF...*VERY* SAD!

NEW JERSEY.

GOOD THING THAT PARKER KID THOUGHT TO CALL THE *AVENGERS* TO GET HOLD OF YOU, WEBSLINGER!

THINK YOU CAN FIND OCTOPUS?

I'M SURE GOING TO *TRY*.!

ACTUALLY, THAT AVENGERS LINE WAS A RUSE! I REALLY CALLED *SANDMAN*.!

HE TOLD ME WHERE OCK'S HIDEOUT WAS!

OCK WASN'T THERE, OF COURSE, BUT I'M HOPING HE DIDN'T RUN SO FAR THAT MY SPIDER-SENSE CAN'T--

--BINGO!

HOVER OVER THAT PRIVATE AIRFIELD!

WANT US TO SEND IN THE TAC SQUAD?

THANKS, BUT YOU'D TRIP OCK'S *WARNING* ALARMS BEFORE YOU GOT FIFTY YARDS!

NO, THIS IS SOMETHING I'LL HAVE TO DO--

--ALONE!

DON'T BE AFRAID, MARY JANE--YOU'RE NOT *ALONE!*

WHO--

--OFFICER GOLDMAN?!

AT YOUR SERVICE... ALWAYS.

YOU PEA-BRAINED CIVIL SERVANT! DO YOU REALIZE WHAT YOU'RE GETTING *INTO*?

IT WOULD APPEAR, MR. CAESAR--

--THAT YOUR "MUSCLE" HAS BECOME RATHER FLACCID!

DOLT! YOU THINK I'D COME HERE WITHOUT *MUSCLE* TO BACK ME UP?

I REALIZE WHAT I'M GETTING MARY JANE *OUT* OF:

FUP FUP FUP

TROUBLE!

YOU... Y-YOU MURDERED HIM! IN COLD BLOOD!

B-BUT, YOU'RE A POLICE OFFICER!

WELL, UM, I'M AFRAID I TOLD YOU A BIT OF A FIB ABOUT THAT, MARY JANE. YOU SEE, ACTUALLY...

...I'M YOUR BIGGEST FAN!

PLANES ARE VINTAGE.

MUST BE A HOBBYISTS' FIELD. NO ACTIVITY--

--WHOOP! ALMOST CREATED ACTIVITY OF MY OWN!

THAT'S THE FOURTH DETECTION DEVICE I'VE DUCKED!

BUT THANKS TO MY SPIDER-SENSE, I MADE IT! SPARKLY POWDER MUST BE THE PROCESSED BURUNDITE!

NOW TO GET TO IT BEFORE DOC OCK REALIZES I'M--

HERE ALREADY, SPIDER-MAN? EXCELLENT! NOW WE CAN FINISH WHAT WAS *INTERRUPTED* ON LONG ISLAND:

YOUR *EXECUTION!*

I DON'T WANT A FIGHT, OCK! I JUST WANT THAT *BURUNDITE!*

YOUR "CURE" IS ROTTING A HOLE IN THE OZONE LAYER! IF IT ISN'T STOPPED, WE'RE *ALL* GOING TO DIE!

OF COURSE.

YOU *WOULD* SAY THAT.

SPAKASH

GOTTA--

--ARMS--

--AND--

--THESE--

--GET--

--THROUGH--

--PHOOEY!

THEY'RE TOO FAST! TOO AGILE!

>AGK< ONE EVEN CLIPPED ME!

THWIPP

BUT IF GETTING *CLOSER* ISN'T THE ANSWER--

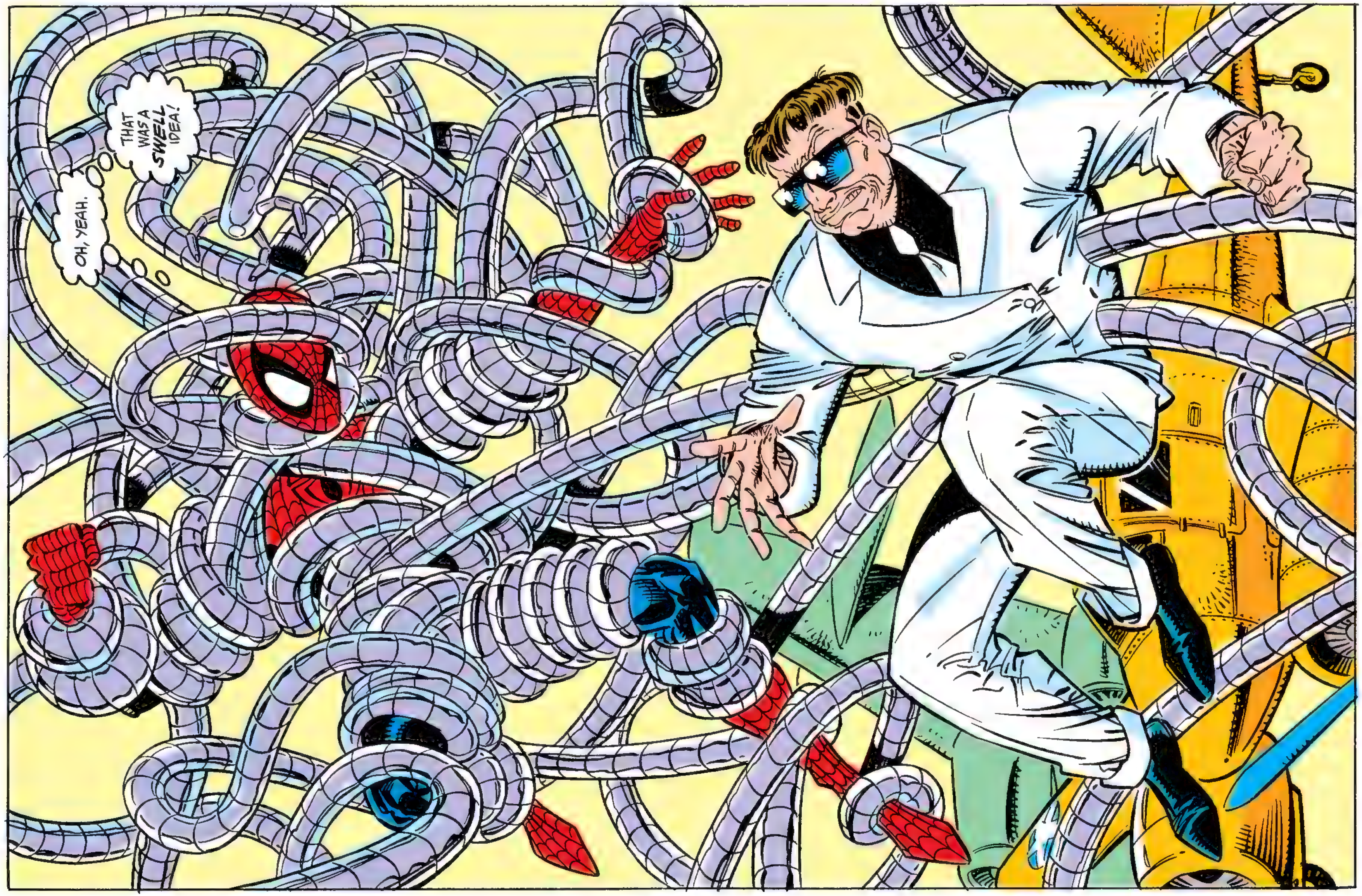
--PERHAPS GETTING FARTHER *AWAY* WILL DO THE TRICK!

I'LL HEAVE THIS TURBINE COWL AT HIM FROM A DISTANCE!

WHILE HE'S BUSY DEALING WITH *THAT*--

BK ANG

--I'LL SLIP THROUGH THE CHINKS IN HIS *ARM*-OR AND--


OH, YEAH.
THAT WAS A SWELL IDEA!

BUT IT MIGHT STILL WORK! WITH ALL OF OCK'S ARMS WRAPPED AROUND *ME*--

THWIPP

--HE'S NOT *ANCHORED* ANYWHERE!

SUDDEN PULL IS THROWING HIM! HE'S LETTING GO! ARMS OUT OF--

"--CONTROL!"

CHRANK

LORD! FUSELAGE HAD *FUEL* IN IT!

FLAMES SPREADING EVERYWHERE! HEADING STRAIGHT FOR--

--THE *BURUNDITE!*

I'M A *FILE CLERK* FOR THE POLICE DEPARTMENT, AND I'VE FOLLOWED YOUR CAREER FOR YEARS. I *ADORE* "SECRET HOSPITAL."

WATCH IT IN MY LITTLE CUBICLE EVERY DAY.

SO WHEN THE CAESAR FILE CROSSED MY DESK, I BEGAN FOLLOWING *YOU*. I THOUGHT SOMEONE AS IMPORTANT, AS *SPECIAL* AS YOU, MIGHT NEED PROTECTION. SO FAR, I'VE PROTECTED YOU FROM--

--THAT *WITCH* WHO SLAPPED YOU AT THE DELI...

THE HIT AND RUN VICTIM!

...YOUR PIG OF A DIRECTOR...

HA! AFTER HE SCOLDED ME ON SET!

EVEN YOUR ABUSIVE *HUSBAND!*

HE DROPPED THAT MASONRY AT PETER?!

G-GET BACK! I'VE GOT A *GUN!*

NO, YOU DON'T. I WAS ACROSS THE STREET WHEN YOU VISITED THAT GUN SHOP YESTERDAY. AND EVEN A CLERK KNOWS IT TAKES *MONTHS* TO GET A CARRY PERMIT IN THIS CITY!

BLAST IT, I DON'T *WANT* YOUR PROTECTION! *YOU'RE* THE ONE WHO NEEDS HELP! AND AS SOON AS THE *REAL* POLICE HEAR ABOUT--

HOW DISAPPOINTING. I THOUGHT YOU'D UNDERSTAND, THAT YOU'D *APPRECIATE* ME. OH, WELL...

I SUPPOSE I'LL ALWAYS HAVE *RE-RUNS!*

K-KLICK

=SIGH=

STILL GROGGY! STUNNED BY THE EXPLOSION! I'D BE AN EASY *TARGET*, BUT...SPIDER-MAN IS GOING AFTER--

--THE BURUNDITE?

AN *UNEXPECTED* DEVELOPMENT!

DEAR BOY, I DON'T INTEND TO *TRY*.! VALUING THAT CANISTER BEFORE *ME* MAY BE INSULTING--

BACK OFF, OCK! YOU'RE NOT GOING TO STOP ME!

--BUT IT ALSO LENDS *CREDENCE* TO YOUR TALE! THEREFORE, I MERELY WISH TO SAY THAT I'LL LOOK FORWARD--

--TO OUR NEXT ENCOUNTER!

THERE HE GOES! BUT I'M NOT PICKING UP ANYTHING FROM MY TRACER!

MUST'VE BEEN DAMAGED IN THE FIGHT!

WELL, AT LEAST I'VE GOT THE BURUNDITE! AND THAT'S ALL THAT MATTERS!

AH, BUT WOULD YOU THINK THAT--

--IF YOU COULD SEE THIS?

HAVE TO LURE HIM CLOSER! BUT WHAT BAIT--?

AH.

Y'KNOW, WHEN I'M DEAD, THEY'LL HAVE TO CHANGE THE STORYLINE ON "SECRET HOSPITAL"!

WOULDN'T YOU LIKE TO KNOW WHAT WOULD HAVE HAPPENED?

GOSH! SURE!

COME CLOSER, THEN. WE DON'T WANT ANYONE *ELSE* TO HEAR.

OH, AND HERE'S SOMETHING YOU SHOULD KNOW FIRST:

YOU *DON'T* NEED A CARRY PERMIT FOR *HAIRSPRAY!*

PSSHHH

MAC

ALGK--!

THWOK

GEEZ, DO I *REALLY* WANT TO BE AN ACTRESS...?

NIGHT; CORDCO, INCORPORATED...

THIS *PROTOTYPE* ISN'T AS SOPHISTICATED AS THE SATELLITE CURRENTLY IN ORBIT--

--BUT IT SHOULD ADEQUATELY DISTRIBUTE THE *BURUNDITE* MIST.

THAT IS, *IF* WE CAN GET IT INTO SPACE! BUT WITHOUT ANOTHER *ROCKET...!*

NOT TO WORRY, *MR. OAKLY*, SOMETIMES--

--IT PAYS TO HAVE *AVENGERS* AS PALS!

THOR?!

YOU'RE HERE TO HELP US?

AYE. THOUGH I BE OF *ASGARDIAN* BLOOD--

--*EARTH* IS MY HOME. TELL ME WHAT NEEDS BE DONE!

TECHNICAL EXPLANATIONS ARE QUICKLY MADE.

AND WITHIN MOMENTS, A LIVING NORSE GOD SOARS HIGH, HIS MYSTIC MALLET, *MJOLNIR*, PULLING HIM HEAVENWARD.

SOON, THE "POISON" SATELLITE IS DISCARDED.

...ITS PRECIOUS, HEALING PAYLOAD QUICKLY DISPERSED THROUGH THE UPPER ATMOSPHERE BY MJOLNIR'S MIGHTY WIND.

THEN, ALL THAT REMAINS IS THE WAITING.

TENSE MINUTES SQUEEZING BY, CLOTTING INTO HOURS.

AS SKYBORNE SCANNERS PLOT CHANGES; POCKETED FINGERS CROSS.

TILL AT LAST...

IT'S WORKING!

HE'S RIGHT! LOOK AT THE MONITORS! THE ACCELERATED DETERIORATION IS *STOPPING!* SOME DAMAGE WAS DONE, BUT--

--IT'S *OVER!*

AND THE PROTOTYPE ACTIVATED...

YOU HIDE *GLEE* WELL, SPIDER-MAN,

OH, I'M HAPPY. IT'S JUST THAT, WELL--

--WE HAD A SOLUTION TO ONE OF THE MOST INSIDIOUS *BLIGHTS* IN HISTORY. TRUE, THE *CURE* WAS WORSE THAN THE *DISEASE*--

-- BUT I CAN'T HELP WONDERING:

THE NIGHT SEEMS CALMER NOW; A COMFORTING FRIEND.

THE RETURN TO MANHATTAN IS WITHOUT INCIDENT.

AND THE WEARINESS IN A HERO'S FOOTFALLS--

--IS AS MUCH THE PRODUCT OF RELIEF AS FATIGUE.

THOUGH EVEN THAT BURDEN EASES AS HIS EYES EMBRACE THE WOMAN WHO MAKES HIS LIFE WORTH LIVING. THE PARTNER WITH WHOM HE SHARES DREAMS, UNCERTAINTIES,

EVERYTHING.

HONEY, YOU WON'T *BELIEVE* THE DAY I'VE HAD.

"WHAT IF...?"

JOY, TOO, IS FOR SHARING; EXPLANATIONS CAN WAIT...

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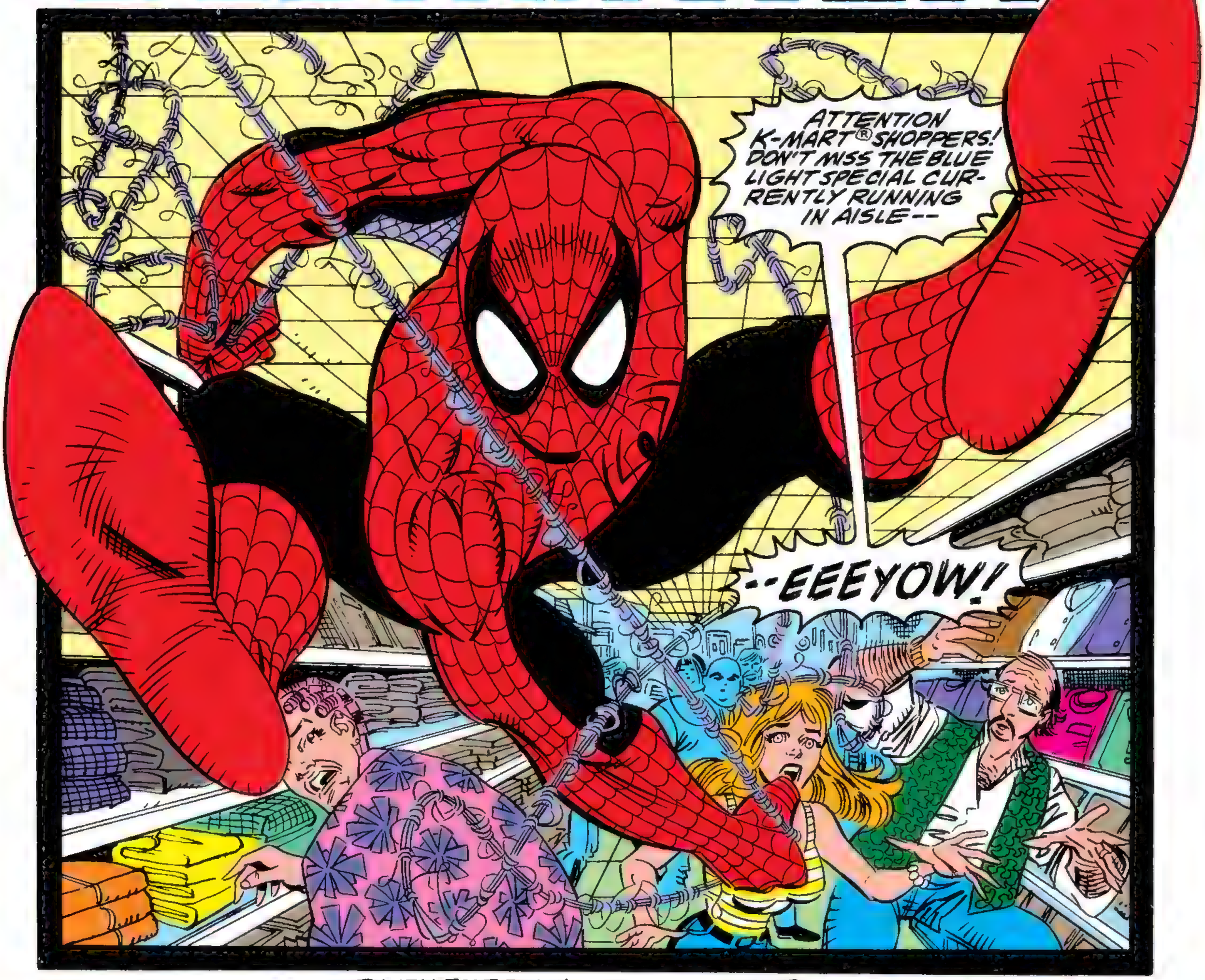
INTRODUCING THE FEMME FATALES!™

ERIK LARSEN AND MACHLAN

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

THE HERO SUBTRACTER



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MY LUCK! I COME FOR SOCKS, AND FIND CROOKS!

BUT WHEN I SEE A GUY OILING A MACHINE GUN IN AN ALLEYWAY, I JUST GOTTA STICK MY NOSE IN!

KBAM

MAYBE THEY'LL BE SMART AND--UH, DID I SAY "SMART?"

THAT MENSA CANDIDATE JUST SNATCHED A MANNEQUIN!

BACK OFF! OR I SHOOT!

TALK ABOUT DUMMIES...!

THWIPP

THAT WAS COLD, JACK!

ESCALATOR!

SORRY, SIR! THIS UNIT JUST WENT OUT OF SERVICE!

WHNG--?!

BAMP

WE APOLOGIZE FOR ANY INCONVENIENCE.

FLMBLMP

LAST ONE'S TAKING THE PAYROLL OUTSIDE!

EXIT

THAT SHOULD MAKE IT EVEN EASIER TO--

--OH, NO! HAND GRENADE!

TAKE A BITE O' THIS, YA WEB-SQUITTIN' SONOVA--

CAN IT!

HUH--? GRENADE DROPPING INTO THE VAN *WITH* HIM!

HE'LL BE *KILLED!* HAVE TO IGNORE MY SPIDER-SENSE WARNINGS!

CONTAIN THE EXPLOSION IN *WEBBING* BEFORE--

THWIPP

AH, GEEZ!

CHOOF

FSSSSSSS:

≥koff≤ T-TEAR GAS! ≥choke≤

REAL BRIGHT ≥snuffle≤ SPIDER-GUY!

B-BET YER DADDY ≥SHNORK≤ CALLED YA "SUN"!

OHHHH...≥K-KOFF≤...

...HUSH!

BAP

POLICE CAN TAKE OVER NOW.

--AND HOPE THESE PICS ARE EXCITING ENOUGH FOR JONAH JAMESON'S NEW WEEKLY MAG, NEWS DIGEST!

≥KOFF≤ I ALSO HOPE THE EFFECTS OF THAT GAS WEAR OFF SOON! ≥SHNFF≤ I'VE BEEN BREATHING WAY TOO MUCH NASTY STUFF LATELY!

I'LL JUST ≥SNEFF≤ GRAB MY AUTOMATIC CAMERA--

AND I DON'T JUST MEAN ≥KCHOF≤ NEW YORK AIR!

THOSE CHEMICALS THE *HOBGOBLIN* SPRAYED IN MY FACE A FEW DAYS AGO* ≥KOFF≤ PREVENT ME FROM EVER TAKING *COCAINE*-- A STUPID HABIT I HADN'T PLANNED ON DEVELOPING ANYWAY! ≥sniff≤

BUT THE RADIOACTIVE *SPIDER BITE* THAT GAVE ME MY POWERS ALTERED MY *BLOOD*, AND I'M WORRIED THAT CHEMICAL AGENTS COULD HAVE EFFECTS ON ME THAT THEY *WOULDN'T* HAVE ON SOMEONE ELSE!

HAVEN'T FELT ANYTHING STRANGE *YET*, BUT...

...AH, WELL. ≥SNUFFLE≤ I'M HOME.

JUST ME, MARY JANE!

HOPE WE'VE GOT SOME "VISINE".

I LOOK LIKE I STAYED UP ALL NIGHT CRAMMING FOR FINALS!

≥SNIFF≤ MAKE THAT ALL *WEEK!*

FINISHED YOUR *SHOWER*, PETER?

SHOWER?

AUNT MAY WANTS TO SEE YOU!

OH.

I THOUGHT YOU SAID AUNT MAY WAS VISITING, MJ. WHAT'S *MADONNA* DOING HERE?

OH, PETER! YOU'RE--

*IN AMAZING SPIDER-MAN #338.-- JIM

--YOUR EYES! THEY'RE SO *RED!* WHAT'S WRONG?

OH, UM, IT'S JUST A COLD. =SHNFF= NO BIG DEAL.

DO YOU HEAR ME? *THIS INSTANT!*

EASY, AUNT MAY! I-IT'S JUST A *COLD!*

I...I'M SORRY, PETER. I-IT'S JUST THAT, AFTER LOSING YOUR *UNCLE BEN*... AND THEN *NATHAN*... YOU'RE ALL I HAVE LEFT.

YOU GET ON THAT PHONE AND CALL A DOCTOR RIGHT *NOW*, PETER PARKER!

AND IF SOMETHING SHOULD HAPPEN TO *YOU--!*

THANK YOU, DEAR. I'M JUST BEING SILLY.

THE OPERA?! =ICK= I FORGOT ALL ABOUT THAT.

I DIDN'T. YOUR TUX IS ON THE BED, MAESTRO!

OH, JOY.

OH, THRILL.

NOTHING WILL, AUNT MAY. I'LL CALL DOC BROMWELL IF I'M NOT A *HUNDRED PERCENT* BY TOMORROW. I PROMISE.

YOU YOUNGSTERS ENJOY THE HOMEMADE CARROT CAKE I BROUGHT.

AND CALL ME TOMORROW TO TELL ME ALL ABOUT THE *OPERA!*

OH, NUTS...!

NONETHELESS, LATER ON, AFTER A BEGRUDGED EVENING OF HIGH CULTURE...

OKAY, SOURPUSS, WHAT'S THE MATTER?

JEALOUS OF THAT CUTE TENOR?

CAN'T GET THAT *CHEMICAL SPRAY* OFF MY MIND, MJ.

IT *MIGHT* HAVE NO EFFECT AT ALL-- BUT WHAT IF IT DOES--?

THEN FIND OUT, ONE WAY OR ANOTHER! SO IT'LL STOP *EATING* AT YOU!

YOU'RE A RESEARCH ASSISTANT AT *EMPIRE STATE UNIVERSITY*-- CAN'T YOU RUN SOME *EXPERIMENTS*?

AUNT MAY IS MORE DEPENDENT THAN EVER ON MY STAYING HEALTHY.

BIOLOGY ISN'T MY SPECIALTY, SWEETHEART, BUT... YOU'RE RIGHT.

I'VE GOT TO DO *SOMETHING*!

THE QUESTION OF "WHAT" FOLLOWS THE YOUNG MAN TO THE NEXT DAY, AND TO--

"*NEWS DIGEST*." STILL SEEMS STRANGE COMING HERE INSTEAD OF *THE DAILY BUGLE* TO LOOK FOR *J. JONAH JAMESON*!

BUT WHEN *THOMAS FIREHEART* BOUGHT THE *BUGLE*, JONAH HAD TO START ALL OVER AGAIN! AND SELLING FREELANCE PHOTOS HERE IS STILL A NEW EXPERIENCE.

THOUGH FROM THE SOUND OF IT, *SOME* THINGS ARE STILL THE SAME!

WHAT?! YOU CAME *HERE* LOOKING FOR *SPIDER-MAN?*

YES, MR. JAMESON, IF MY NEW INVENTION CAN ANALYZE HIS *POWERS* AS I HOPE, IMMENSE GOOD COULD BE DONE FOR HUMANITY! AND SINCE YOUR PUBLICATIONS HAVE PRINTED SO MANY *PICTURES* OF THE GENTLEMAN--!

--DOES IT *LOOK* LIKE I'M RUNNING A BOARDING HOUSE FOR COSTUMED MANIACS? YOU WANT SPIDER-MAN, PUT AN AD IN THE *LONELY HEARTS* COLUMN!

AND *STOP* WASTING MY TIME!

"ANALYSIS?" HMM, IF I KNEW MORE *ABOUT* MY SPIDER POWERS, THAT MIGHT FOREWARN ME OF POSSIBLE *DANGERS!*

WELL, WHAT DO *YOU* WANT, PARKER?

DR. TURNER --

OH, UH, JUST STOPPED BY TO SAY "HI," JONAH.

HI, JONAH!

'BYE!

I'M TEMPTED TO HIRE YOU FULL TIME, PARKER!

JUST SO I COULD *FIRE* YOU!

THIS COMPLI-CATES MATTERS. NOW I'LL HAVE TO FIND SOME *OTHER* WAY TO--

I HEAR YOU'VE BEEN LOOKING FOR ME!

B-BUT, HOW DID YOU--?!

phweet YO!

WHA--?

NO PARKING

C'MON, DOC, YOU EVER HEAR OF A *GRAPEVINE* WITHOUT A FEW *SPIDERS* ON IT? LET'S--

"--GO!"

OUCH! IS THIS REALLY NECESSARY? I *HATE* THE SIGHT OF BLOOD!

IN PARTICULAR, MY *OWN*!

AS I EXPLAINED ON THE WAY OVER, SPIDER-MAN--

--MY INVENTION WAS DESIGNED TO ANALYZE THE *DNA* IN YOUR BLOOD. FROM THAT, IT WILL AUTOMATICALLY PROGRAM ITS SCANNING COMPONENTS TO PROVIDE--

--THE MOST DETAILED INFORMATION ON YOUR ABILITIES EVER!

QUISS

IF YOU'LL TAKE YOUR POSITION BENEATH THE LENS MATRIX...?

I DON'T KNOW HOW TO THANK YOU, DOC.

DON'T. IF THIS WORKS AS I HOPE, IT WILL BE THE CULMINATION--

TEK

-- OF A LIFELONG DREAM.-

--AWAY!

?!?

BEING WASHED IN RAYS FROM THOSE LENSES! BUT-- SOMETHING'S **WRONG!** S-STARTING TO FEEL **WEAK!**

AND MY **SPIDER-SENSE!** SCREAMING! G-GOT TO GET--

G-GOOD LORD! WHAT HAPPENED?

I DON'T KNOW! I'VE BEEN ABLE TO CRAWL UP WALLS EVER SINCE I BECAME SPIDER-MAN!

IT'S LIKE THAT MACHINE WASN'T JUST ANALYZING MY POWERS, IT WAS TAKING THEM AWAY!

BUT DID IT...?

GOOD! IN THE MEANTIME, I'LL GET AS FAR AWAY FROM IT AS I CAN!

NOT TOO FAR, I HOPE!

=whew= ONLY TEMPORARY!

BUT IF I'D STAYED IN THOSE BEAMS MUCH LONGER--!

SPIDER-MAN, I... I DON'T KNOW WHAT TO SAY!

DON'T SAY ANYTHING! JUST DISMANTLE THAT INFERNAL MACHINE!

OF COURSE! I-I'LL TEST THE COMPONENTS, TRY TO DISCOVER WHAT WENT WRONG, THEN DESTROY IT!

THIS IS AN UNEXPECTED TWIST! I MUST LEARN MORE! HMMM...

...IF SPIDER-MAN CONTINUES TO WORRY ABOUT HIS POWERS, HE MIGHT RETURN FOR FURTHER STUDIES!

AND I KNOW JUST THE LADIES TO PROVIDE THAT WORRY!

THE NEXT MORNING: JOHN F. KENNEDY AIRPORT, QUEENS...

THE AMBASSADOR'S PLANE IS LANDING, SPIDER-MAN! SHOULDN'T YOU, er, STRAIGHTEN YOUR *MASK* OR SOMETHING?

UH, SURE, MR. MAYOR.

≥Sigh≤ THE REPRESENTATIVE FROM A NEWLY-FREED BALTIC COUNTRY COMES FOR A VISIT, REQUESTS TO MEET ONE OF NEW YORK'S "COSTUMED PEOPLE'S HEROES"--

--AND GUESS *WHICH ONE* HE SINGLES OUT!

TALK ABOUT IRONY! MY APPEARANCE HAS BEEN NEWS FOR DAYS! AND THOUGH *I'M* HAVING TROUBLE SELLING MY OWN SPIDER-MAN PICS--

--THE ONES *THOSE GUYS* ARE TAKING WILL BE ON EVERY FRONT PAGE IN THE COUNTRY!

"AH, WELL, HERE COMES THE AMBASSADOR'S PLANE."

AT LEAST IT'LL ALL BE OVER SOON!

INDEED...

...ONE WAY, OR ANOTHER!

WHA-- SPIDER-SENSE TINGLING!

SOME SORT OF RAY BEAMS ATTACHING TO THE PLANE!

"PULLING IT FORWARD! TOWARDS THE REVIEWING STAND!

"PEOPLE WILL BE CRUSHED!"

HAVE TO LOCK THE FRONT WHEELS WITH A MASS OF WEBBING!

THWIPP

THEN GET THE AMBASSADOR OUT OF IMMEDIATE DANGER!

AND JUST HOPE MY WEBS ARE STRONGER THAN THAT--

"-- SUPPORT POST!"

CHRRK

≥ whew!≤

SKROOM!

FIRST ROUND TO *YOU*, WEBSLINGER!

WHO--?!

I'M MINDBLAST MY TRACTOR BEAMS DID THE JOB ON THAT JET!

AND YOU'VE MET *US* BEFORE, REMEMBER? * *WHIPLASH*--

-- AND MY FERAL FRIEND, *BLOODLUST*!

WHILE I'M *KNOCKOUT*, LEADER OF THE *FEMME FATALES*! WHICH MEANS THESE LADIES DO WHAT *I* SAY! FOR EXAMPLE: BLOODLUST!

* IN MARVEL COMICS PRESENTS #49. -- J.S.

KILL!
BLAM
BLAM
OH, NO! BLOODLUST IS SAVAGE!
"SHE'LL TURN THIS PLACE INTO A SLAUGHTER-HOUSE!"
G-GOTTA STOP HER! HOLD HER BACK!
BUT SHE'S STRONG!
STRONG AS WOLVERINE! A-AND--
--AYG! JUST AS FAST!
HSSSSSS!
T-TALONS RIPPED MY CALF OPEN!

AND WHIPLASH WOULD'VE *FINISHED* THE JOB, IF MY SPIDER-SENSE HADN'T WARNED ME IN--

--TIME?

=ULP!= TIME'S SOMETHING I DON'T *HAVE!* KNOCKOUT IS ABOUT TO DROP THAT FOOD SERVICES TRUCK SQUARE ON MY SKULL!

BETTER MOVE THE BULL'S-EYE!

KAMOOM!

OONF

LIKE HITTING A BRICK WALL!

WHY AM I TAKING THIS KIND OF PUNISHMENT?!

CAN'T CONCENTRATE!

REACTIONS ARE THE ONLY THINGS GETTING ME THROUGH!

≥WHEW≤ AT LEAST "SNIDELY'S" WHIPS CAN'T REACH ME UP HERE!

≥YAGK!≤ B-BUT BLOODLUST CAN!

IF MY SPIDER-SENSE HADN'T JANGLED, I'D BE FILETS!

HUH--?

TAKING A DIVE?

BUT WHY--

YYYOWP!

F-FUSELAGE MOVING! E-E-EARTHQUAKE?

NO!

MINDBLAST!

USING HER TRACTOR BEAMS TO LIFT THE WHOLE PLANE! BUT IF SHE DROPS IT WITH *ME* ON BOARD--!

TIME TO SAY GOOD-BYE!

THWIPP

M-MAKE THAT, "GOOD *GRIEF!*" SHE DROPPED THE PLANE, ALL RIGHT!

BUT NOW SHE'S HOLDING *ME* IN THE TRACTORS! AND--

CHSIK

--EH? WHAT'S KNOCKOUT DOING WITH THAT-- OH, NO.

THE *JET FUEL!*

MINDBLAST GOT ME RIGHT OVER THE WRECK! IF KNOCKOUT LIGHTS THAT FUEL, I'LL BE CAUGHT LIKE A PIG ON A ROTISSERIE!

WHAT'LL HAPPEN TO MARY JANE? TO... *AUNT MAY?*

"*THAT'S* WHY I'VE BEEN TENTATIVE! DISTRACTED! I'VE BEEN WORRYING ALL DAY ABOUT WHAT MY DEATH WOULD DO TO THE ONES I LOVE!"

AND UNLESS I ACT FAST, I'M GOING TO *FIND OUT!*

CAN'T DO ANYTHING ABOUT THOSE TRACTOR BEAMS! BUT MAYBE I *CAN* DO SOMETHING ABOUT--

"-- THE *SENDER!*"

SPLAK

TRUNK

TWO MORE SECONDS AND THAT WOULD HAVE BEEN *ME!*

POLICE REINFORCEMENTS! BETTER CUT OUR LOSSES!

THERE'LL BE *ANOTHER* TIME!

GUESS THE AMBASSADOR'S SAFE NOW. FUNNY, THOUGH. THE WAY THOSE HARPIES FOUGHT, YOU'D ALMOST THINK THEY WERE AFTER *ME!*

MUCH LATER, AS TWILIGHT SETTLES OVER SOHO...

THAT'S RIGHT, AUNT MAY. COLD'S ALL GONE. OKAY, I'LL CALL HIM AT THE FIRST SIGN OF A SNIFFLE. `BYE!

I MESSED UP, MJ. FEEL ALL JUMBLED. WHEN YOU MARRIED ME, YOU *KNEW* WHAT YOU WERE GETTING INTO, THAT EACH TIME I WALKED OUT THE DOOR, I MIGHT NOT COME BACK.

KLK

AUNT MAY'S IN THE SAME BOAT-- BUT SHE HASN'T A *CLUE!*

IS IT REALLY FAIR TO HER? THAT SHE DOESN'T HAVE ANY SAY, ANY *CHOICE?* ESPECIALLY NOW THAT I'M ALL SHE HAS?

PETER, WHAT DO YOU MEAN?

I MEAN THAT I WANT YOUR ADVICE.

I HAVE A *DECISION* TO MAKE.

HE NEEDS HER, IN EVERY NUANCE OF THE WORD. AND TO HAVE HER HERE NOW, SHARING HIS FEARS AND MISGIVINGS, MEANS MORE THAN ANY PHRASE THE POETS COULD DREAM.

HE LISTENS TO HER THOUGHTS, HER OFFERINGS. THEY GIVE SHAPE TO THE ILLUSIVE PUZZLE, LEND LIGHT TO THE SHADOWY GRAY OF POSSIBLE SOLUTIONS.

AND YET, EVEN AS THE HEAVY HOURS OF EVENING PASS IN GENTLE COMMUNION, THEY BOTH KNOW THAT, ULTIMATELY, THE DECISION--

--MUST BE HIS ALONE.

MORNING; Dr. TURNER'S LABORATORY.

SPIDER-MAN!

I'M GLAD YOU'VE RETURNED! I HAVE SOME TESTS--!

NO TESTS. JUST TURN THAT MACHINE ON. I'M GOING TO STAND IN ITS BEAM FOR AS LONG AS I CAN TAKE IT!

WHA--? B-BUT, WHY--!?!

I'M THROUGH BEING SPIDER-MAN, DOC!

I WANT YOU TO USE YOUR MACHINE TO REMOVE MY POWERS!

COMPLETELY!

FOREVER!

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the AMAZING SPIDER-MAN®

POWERLESS PART ONE

THIS IS IT! SPIDEY GOES NORMAL!

NOW THE WEAKEST HERO IN THE MARVEL UNIVERSE!®

The TARANTULA™ REALLY CHOSE THE RIGHT TIME TO PICK A FIGHT!

"WITH NO POWER..."

ERIK LARSEN AND MACHLAN

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

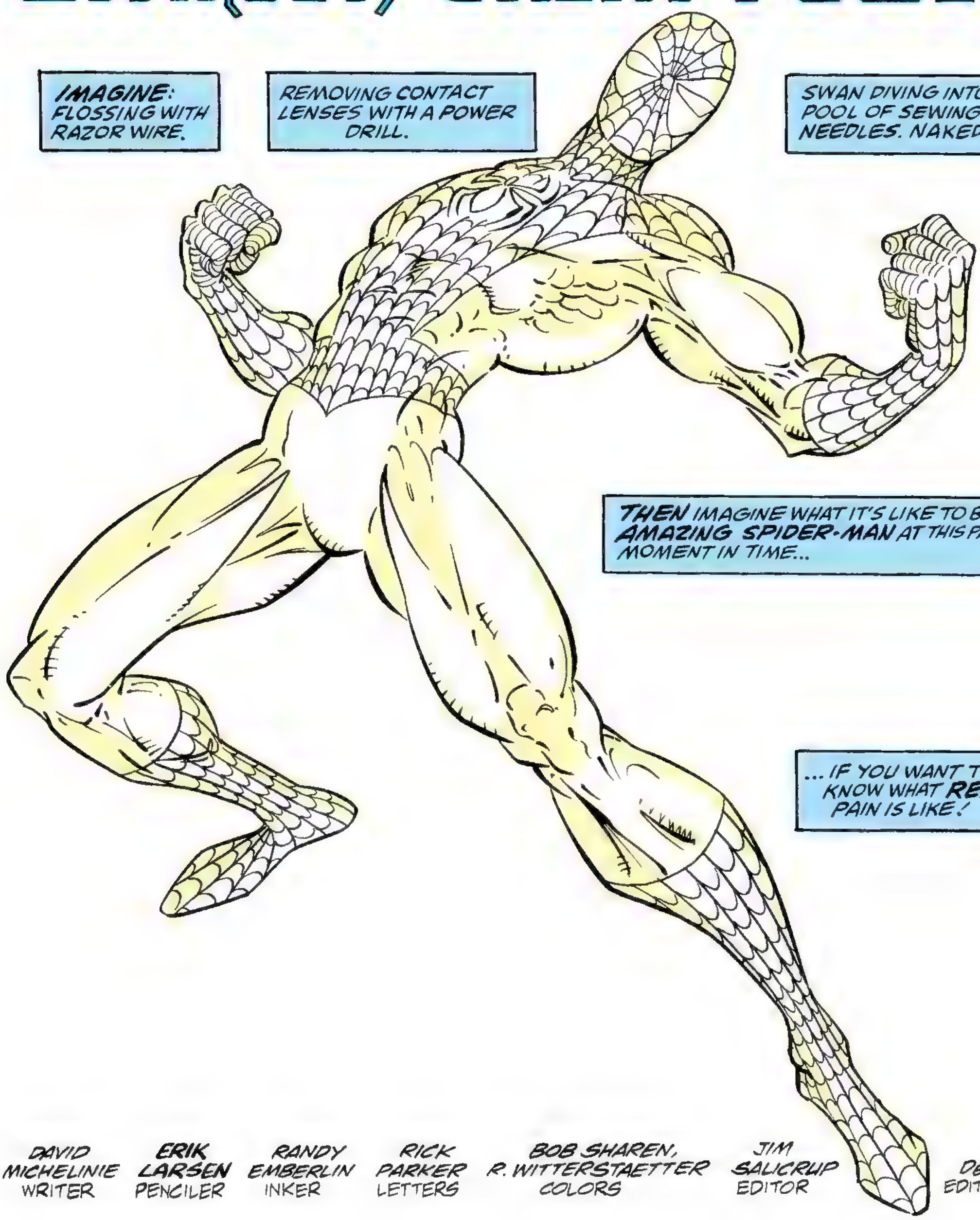
Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

"WITH(OUT) GREAT POWER..."

IMAGINE: FLOSSING WITH RAZOR WIRE.

REMOVING CONTACT LENSES WITH A POWER DRILL.

SWAN DIVING INTO A POOL OF SEWING NEEDLES. NAKED.



THEN IMAGINE WHAT IT'S LIKE TO BE THE AMAZING SPIDER-MAN AT THIS PARTICULAR MOMENT IN TIME...

... IF YOU WANT TO KNOW WHAT REAL PAIN IS LIKE!

DAVID MICHELINIE
WRITER

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INKER

RICK PARKER
LETTERS

BOB SHAREN, R. WITTERSTAETTER
COLORS

JIM SALICRUP
EDITOR

TOM DEFALCO
EDITOR IN CHIEF

SUCH CONTORTIONS! EVERY MUSCLE STRAINING TO ITS LIMIT!

HOW LONG CAN HE ENDURE SUCH AGONY?

OHHH...

... ABOUT THIS LONG!

SWITCH IT OFF!

D-DOCTOR TURNER!

SWITCH OFF THE MACHINE!

≥ whew ≤ Q-QUITE... A WRINGER!

NOW TO SEE... IF IT WORKED!

HANDS.

FEET.

NO ADHESION AT ALL!

AND THOUGH THIS MACHINE ONLY WEIGHS A COUPLE OF TONS...

... I CAN'T LIFT IT AN INCH!

ONE MORE TEST.

DOC, I'M GOING TO TURN MY BACK. THEN I WANT YOU TO THROW SOMETHING AT ME.

SOMETHING SMALL!

≥ ook ≤

NOT EVEN A TWITCH FROM MY EARLY WARNING SPIDER-SENSE!

FAP

YOU DID IT, DOC! YOU TOOK AWAY MY SPIDER POWERS!

I DON'T KNOW HOW TO THANK YOU!

DON'T TRY. BELIEVE ME--

--THE PLEASURE WAS MINE...!

LORD, DID I ACTUALLY GO *THROUGH* WITH THAT?

HAVE TO KEEP TELLING MYSELF IT'S THE BEST THING!

FOR *AUNT MAY!*

WITH HER *FIANCE* DEAD, ALL SHE HAS IS HER NEPHEW: PETER PARKER!

ME!

IF I WERE KILLED "IN THE LINE OF DUTY," SHE'D BE DEVASTATED! CRUSHED!

ALONE...!

MARY JANE, MY WIFE, KNOWS THE DANGER I FACE AS SPIDER-MAN.

IT'S NOT EASY TO LIVE WITH, BUT IT'S HER *CHOICE!*

AUNT MAY HASN'T HAD THAT OPTION.

SO WHEN I WAS ALMOST KILLED BY THE *FEMME FATALES*--*

-- AND THEN LEARNED THAT DOC TURNER'S BLOOD ANALYSIS DEVICE HAD THE UNEXPECTED *SIDE EFFECT* OF REMOVING MY POWERS--

-- I MADE A DECISION.

* LAST ISSUE. -- J.S.

I'VE GIVEN THE WORLD *ENOUGH* YEARS.

I'M GIVING THE REST TO AUNT--

THWIPP

--MAY?

EEYOWK!

S- STARTED TO WEBSWING, O-OUT OF HABIT!

714

≥HRUNGK≤

≥UHNF≤

THUD

F-FORGOT THAT WITHOUT MY SPIDER STRENGTH TO PULL ME ALONG--

H-HANGING FROM A-- ≥gulp≤

--F-F-F- FLAGPOLE?!

≥whew≤ THIS BEING NORMAL IS GOING TO TAKE SOME GETTING USED TO!

B-BETTER USE THE EMERGENCY QUARTER I CARRY! CALL MJ!

HAVE HER BRING ME A CHANGE OF CLOTHES! ≥PANTS≤A-AND MAYBE--

-- A COUPLE OF BUS TOKENS!

--I'M JUST LIKE ANY OTHER GUY!

WHILE BACK AT DOCTOR TURNER'S LAB SUITE...

WONDERFUL! THIS BECOMES MORE *INTRIGUING* BY THE MOMENT!

OH, CHARLENE?

Y-YES, SIR?

BRING ME A SNACK, WOULD YOU?

SOME *GRAPES*, PERHAPS.

S-S-SURE, SWEETIE!

THAT MACHINE I COMMISSIONED FROM THE *TINKERER* WAS ONLY SUPPOSED TO KEEP SPIDER-MAN SUSPENDED, *HELPLESS*, LONG ENOUGH TO BE DEALT WITH!

BUT ITS *PERIPHERAL* EFFECTS POSE A WEALTH OF AMUSING POSSIBILITIES! HMMMM...

MOMENTS LATER, ON THE HUDSON RIVER...

BEEBEEP

Eh? IT'S TOO EARLY FOR THE REPORT FROM *DELVADIA!*

BUT WHO *ELSE* WOULD KNOW THIS FREQUENCY?

THIS IS *GULLIVAR SOUTH*. LET ME SPEAK TO *LUIS ALVAREZ*.

NOW!

POR FAVOR, SEÑOR SOUTH.

LET US NOT STAND ON FORMALITIES. YOU MAY CALL ME--

--LA TARANTULA.!

AND I MUST SAY I AM IMPRESSED. I'D THOUGHT MY RETURN TO THIS COUNTRY TO BE WITHOUT NOTICE!

I KNOW LOTS OF THINGS, ALVAREZ. FOR ONE: I KNOW YOU HATE **SPIDER-MAN** FOR ENDING YOUR RETRIBUTION AGAINST **DELVADIAN** REFUGEES SEEKING ASYLUM IN NEW YORK!* FOR ANOTHER--

BUT, HOW DO YOU COME BY SUCH KNOWLEDGE?

-- I KNOW THAT SPIDER-MAN'S LOST HIS **POWERS**, THAT HE'D BE A **PUSHOVER** IF YOU WERE IN THE MOOD FOR **REVENGE!**

*IN SPECTACULAR #137, -- J.S.

LIKE I SAID, LOU:

I KNOW LOTS OF THINGS!

RIP

WHAT DO WE DO NOW, EL JEFE?

WE REGAIN THE **HONOR** OUR COUNTRY LOST WHEN I WAS DEPORTED. AND WE SET AN EXAMPLE--

--WITH THE **DEATH** OF THE MEDDLER WHO **CAUSED** THAT HUMILIATION!

HERE ARE YOUR G-GRAPES, SWEETIE! IMPORTED THIS MORNING, S-STRAIGHT FROM --

--UH-OH.

PTUI

IDIOT! HOW MANY TIMES DO I HAVE TO TELL YOU!

SMAP

PEEL THEM FIRST!

WHILE IN SOHO, MARY JANE AND PETER PARKER FINISH A LONG WALK--

--WITH A LONG TALK.

FEEL SO STRANGE!

I'M USED TO MY POWERS BEING THERE, EVEN WHEN I'M NOT USING THEM.

NOW, JUST HOOFING AROUND LIKE A REGULAR GUY, I GET TIRED MORE QUICKLY. MY REACTIONS ARE DULL.

I DON'T HAVE THAT EXTRA ENERGY I USED TO HAVE.

THAT'S 'CAUSE YOU'VE BECOME SUCH A HOMEBODY, PAL!

SOMETHIN' ME AN' FELICIA ARE ABOUT TO CURE! WE'RE KIDNAPPIN' YA, TAKIN' YA TO CENTRAL PARK FOR A PICNIC!

MY IDEA!

FLASH THOMPSON! GEE, I--

THAT'S REAL NICE, FOLKS, BUT I HAVE A SCRIPT TO READ, AND--

CAN'T YOU READ LATER, MJ?

I'D LOVE TO GO ON A PICNIC!

HUH?!

HUH?!

I JUST HAVE TO MAKE A PHONE CALL FIRST. COME ON IN, GUYS!

MAYBE YOU CAN FIND SOMETHING IN THE FRIDGE TO ADD TO THE FEAST.

UH, PETER? CAN WE TALK?

OKAY, WHAT'S WRONG? WE'VE BEEN AVOIDING FLASH AND FELICIA FOR WEEKS!

WE BOTH KNOW SHE'S THE BLACK CAT, THAT SHE'S BEEN ROMANCING YOUR BEST FRIEND JUST SO SHE CAN BREAK HIS HEART!

TO PAY YOU BACK FOR MARRYING ME!

BUT WE CAN'T DO ANYTHING ABOUT IT WITHOUT FLASH FINDING OUT THAT YOU'RE SPIDER-MAN!

THAT'S JUST THE POINT, HON: I'M NOT SPIDER-MAN! NOT ANY MORE!

AND 'LICIA ALWAYS WAS MORE ENAMORED WITH MY COSTUMED PERSONA THAN WITH PLAIN OL' PETER PARKER.

MAYBE NOW THAT I'M NOT SUCH A "CATCH," SHE'LL DECIDE TO LEAVE FLASH ALONE!

BESIDES, I'M NORMAL NOW. IT'S TIME I STARTED LIVING A NORMAL *LIFE*, DOING NORMAL THINGS -- LIKE SPENDING TIME WITH FAMILY AND FRIENDS!

HELP WITH THE FOOD WHILE I CALL AUNT MAY?

=smek=

FOREST HILLS, QUEENS...

BRRRNG BRRRN

HELLO? OH. HELLO, PETER.

WHAT? NO, DEAR, I'M AFRAID I'M NOT UP TO A PICNIC THIS AFTERNOON.

I AM *NOT* BECOMING A HERMIT!

IT'S JUST THAT I HAVEN'T FELT MUCH LIKE GETTING OUT SINCE...

...WELL, SINCE NATHAN...

I'M SORRY, DEAR, I HAVE TO GO, SOMEONE'S AT THE DOOR.

NOK NOK

HMMM? OF COURSE. I'LL VISIT THIS SATURDAY. IF I'M UP TO IT. GOOD-BYE.

YES?

POSTAGE-DUE LETTER, MA'AM.

FROM FLORIDA!

OH, THAT ANNA WATSON! ALWAYS FORGETTING THE STAMP!

I, UH, I'M AFRAID I DON'T HAVE ANY CHANGE, MR....?

LUMPKIN, MA'AM. MY FRIENDS CALL ME "WILLIE". I'M THE NEW LETTER CARRIER ON THIS ROUTE.

U.S. MAIL

AND I'LL BE HAPPY TO PICK UP THAT POSTAGE TOMORROW. IN FACT--

--I'LL LOOK FORWARD TO IT!

G'DAY, NOW!

MY.

WHAT A NICE YOUNG MAN!

MANHATTAN; A BLOCK PARTY IN THE WEST NINETIES...

SÍ, THAT IS CORRECT. THE PROCEEDS FROM THIS CELEBRATION WILL GO TO CONVERT ONE OF THESE BUILDINGS INTO A SANCTUARY FOR DELVADIAN REFUGEES.

FOR DESPERATE CITIZENS FLEEING THE BARBARIC "DEMOCRACY" OF OUR HOMELAND!

THREE SHOTS FER A DOLLAR! READY... AIM...

BRAKABRAKABRAKABRAKA

EEP!

BUENO! THERE HE IS!

PADRE LOPEZ!

GET THOSE BYSTANDERS TO COVER, MIKE!

I'LL CALL FOR BACK-UP!

NO--

--YOU WILL NOT!

CHK

CHK

DO NOT MOURN, PADRE. THIS TIME--

--THE VENOM ON MY BOOT-SPIKES WAS MEANT ONLY TO STEAL CONSCIOUSNESS. I SAVE THE KILLING FORMULA FOR THE PUERCO YOU WILL BRING TO ME:

SPIDER-MAN!

CENTRAL PARK.

NICE GRAB, PETE! I'M IMPRESSED.

YOU NEVER WERE MUCH OF AN ATHLETE BACK IN HIGH SCHOOL!

THINGS CHANGE, CHAMP!

GUESS ALL THOSE YEARS AS SPIDER-MAN HELPED HONE MY NON-SUPER ABILITIES!

HERE COME THE MENFOLK, BACK FROM THE WAR!

CONQUER ANY NICE FLYING DISCS, GUYS?

LOTS! AN' NOW I GOT THE HUNGRIES FOR ICE CREAM!

YOU TWO WANT SOME?

NOT ME. SWEET-HEART?

IS IT ME, OR DOES FELICIA SEEM A LOT LESS, WELL...

...CATTY!

MAYBE SHE'S JUST HAVING A GOOD TIME.

I KNOW I AM! THIS HAS BEEN GREAT!

I MEAN HARRY OSBORN IS A TERRIFIC FRIEND, BUT I'VE MISSED HAVING A PAL, SOMEONE TO BUDDY AROUND WITH. I GUESS--

--I'VE MISSED FLASH.

SORRY, NO "MOUSE" FLAVOR!

YOU'RE SUCH A JOKER!

ICE CREAM

HOPE YA LIKE WHAT I PICKED OUT, THOUGH.

WH...WHAT'S THIS?

SURPRISE!

IT'S FOR YOU.

BUT, FLASH! Y-YOU CAN'T AFFORD THIS ON WHAT YOU MAKE!

SO I HAFTA DO WITHOUT THAT NEW PAIR O' AIR JORDANS.

YOU'RE SPECIAL, T'ME, BABE!

HEY, GUYS! LOOK WHAT--

SHHHH!

--UNHARMED, SO FAR. BUT THE TARANTULA SAYS THAT HE WILL ONLY RELEASE FATHER LOPEZ--

-- WHEN SPIDER-MAN TAKES HIS PLACE!

I HAVE TO.

I KNOW.

HEY! WHAT WAS THAT ALL ABOUT?

PETER HAS... OBLIGATIONS.

HE, uh, HE'S A *NEWS PHOTOGRAPHER*, Y'KNOW! HAS TO GET HIS CAMERA AND... DO WHAT HE CAN.

WE'D BETTER GO, TOO! SPIDEY'S MY FRIEND!

HE MIGHT NEED *HELP!*

I'M OKAY.

CALM.

RATIONAL.

I-I'LL JUST GATHER THESE THINGS UP... S-STAY IN CONTROL... AND--

--ah, THE BLOODY BLAZES WITH IT!

"THAT THE WAREHOUSE WHERE THEY'RE HOLDING THE PRIEST?"

"UH-HUH. QUESTION IS--"

BOOM TACO

-- WHERE'S *SPIDER-MAN?*

NO, THE QUESTION IS...

"...WHERE'S *PETER?*"

HAD TO GO BACK TO SOHO. GET MY COSTUME.

DIDN'T THINK I'D BE WEARING IT AGAIN.

GUESS THERE'S A *LAST* TIME FOR EVERYTHING...!

BUT I *CAN'T* LET FATHER LOPEZ DIE! NOT BECAUSE OF ME!

NOT WHILE THERE'S A *CHANCE* I CAN DO SOMETHING TO PREVENT IT!

I JUST HOPE, IF THIS GOES WRONG, AUNT MAY WILL UNDERSTAND.

I *ALSO* HOPE I REMEMBER HOW TO SMASH THROUGH A GLASS WALL--

-- WITHOUT RIPPING MYSELF TO PIECES!

KREEESH

eeph

urnk

OONF

MY, THAT WAS GRACEFUL!

YOU DARE TOY WITH ME? PRETEND TO BE *DRUNK*?

BUFÓN! IT IS I WHO WILL SAVOR INTOXICATION--

-- WHEN I DRINK THE HEADY WINE OF MY *VICTORY*!

YECH!

I NEED A DRINK OF *ALKA-SELTZER* AFTER THAT SPEECH!

GOTTA CAN THE WISECRACKS!

DON'T HAVE HYPER-REACTIONS ANYMORE!

ONLY REASON TARANTULA *MISSED* IS BECAUSE HE'S SO *TICKED*!

ONE OF MY BOOT SPIKES IS TIPPED WITH KNOCK-OUT SERUM--THE OTHER WITH DEADLY *POISON.*/

SHALL WE DETERMINE, *MI AMIGO*... WHICH IS *WHICH?*

SPIDER-MAN'S CRASHED THE WAREHOUSE, MEN!

GET READY TO STORM THE BUILDING ON MY COMMAND!

IF THEY GO IN SHOOTIN', THEY MIGHT HURT *SPIDEY.*/

I GOTTA WARN HIM!

FLASH! DON'T! IT'S TOO *DANGEROUS.*/

FELICIA! TALK SOME *SENSE* INTO HIM! FELI--

--CIA?

PETER... FLASH... EVEN FELICIA.

HOW MANY AM I GOING TO LOSE...?

THWIPP

STILL HAVE MY WEBBING! IF I SNAG THAT *CRATE*, MAYBE I CAN PULL IT OVER ON--

--YEOWP! T-TOO HEAVY! WITHOUT MY SPIDER-STRENGTH, ALL I DID WAS PULL MYSELF OFF BALANCE!

AND, FORTUITOUSLY, OUT OF THE PATH OF TARANTULA'S *LUNGE*!

BOXES SPILLING CONFETTI FOR THE CARNIVAL! FILLING THE AIR!

I CAN'T *SEE*!

TOUGH LUCK, CISCO!

KOK

=OOO=

=OOO=

=OW=

POLICE WERE WATCHIN' FOR PEOPLE SNEAKIN' *OUT* O' THIS PLACE, NOT *INTO* IT!

AN' THAT GUARD WAS JUST PLAIN *CARELESS*!

GOTTA MOVE! FIND SOME WAY TO HELP SPIDEY! HAVEN'T HELD A GUN SINCE R.O.T.C. TRAINING--

--BUT I THINK I CAN REMEMBER WHICH END TO POINT!

AND, SPEAKING OF *POINTS...!*

I HAD EXPECTED A MORE *FORMIDABLE* DEFENSE! YOUR CLUMSY EFFORTS ARE THROWING OFF MY AIM!

SORRY! =PUFF= MAYBE I SHOULD TRY THROWING SOMETHING--

--A BIT MORE *SOLID!*

=OUCH=

SWELL. ALL TAGGING HIS FOOT DID WAS GET HIM REAL CLOSE!

AND REAL *MAD!*

CHRAK

YOU'VE NOWHERE TO RUN, ARAÑA *DIABÓLICO!*

NOW, TASTE THE DEADLY STING OF--

TAKATAKATAK

--SHOOTING!

BUT WHO--?!

OUT THE BACK WAY, YER HIGHNESS!

I'LL KEEP 'EM PINNED DOWN!

BDDDDRRRP

SPIDER-MAN!

NO TIME TO GO AFTER HIM! GUNFIRE WILL BRING THE *POLICIA*! BUT--

"--SOMEONE MUST PAY!"

GO ON!

I'M RIGHT BEHIND Y--

--AGHK!

CHLORAL HYDRATE WILL RENDER YOU HELPLESS, MEDDLING FOOL!

YOU'LL HARDLY EVEN FEEL--

--THE *KILLING* STROKE!

SHARP

YYAAHH!

WH-WHA--?

THWIPP

SPAKASH

NICE TEAMWORK, CAT. THANKS. BUT--

-- WHY?

WELL, UM, I...

...I-I CAN'T BREAK A GUY'S HEART IF HE'S *DEAD*, CAN I?

HOW THOUGHTFUL! BUT WE'D BETTER GET OUT OF HERE!

SOUNDS LIKE THE *CAVALRY'S* ON ITS WAY!

WHAM WHAM WHAM

WHAT ABOUT FLASH--?

PARAMEDICS WILL HELP MORE THAN WE CAN!

YEAH.

I GUESS YOU'RE RIGHT.

HE IS!

I JUST HEARD TARANTULA SLIPPED AWAY, DARN IT!

JERK BACK-HIT ME... NO FAIR...

EASY, ACE. YA DUN GOOD.

SORRY I'M LATE! HOW IS HE?

PETER!

HOPE YOU GOT SOME GOOD PICS, PETE.

N-NOT SO TIGHT, HON! UNF I'M NOT AS STRONG AS I USED TO BE!

FROM WHAT I HEAR, YOU MAY HAVE A SCOOP.

SOUNDS LIKE OL' SPIDEY WASN'T QUITE HIMSELF IN THERE!

UH..OH.

EPILOGUE.

ACCORDING TO MY OPERATIVE AT THE SCENE, TARANTULA'S GAMBIT FAILED! NO MATTER. IT WAS AN AMUSING EPISODE.

NOW, WHAT CURVE CAN I THROW OUR POWERLESS FRIEND NEXT?

TAPPA TAP

Ah!

PERRRFECT!

SCORPION

NEXT ISSUE: A NASTY GREEN GUY WITH AN ATTITUDE! AND A STINGER TO BACK IT UP!

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WITHOUT HIS POWERS, WHAT CHANCE DOES SPIDEY® HAVE AGAINST THE SCORPION™

the AMAZING SPIDER-MAN®

POWERLESS
PART TWO

STOP IT! YOU'RE KILLING HIM!

BACKED BY THE BLACK CAT!™

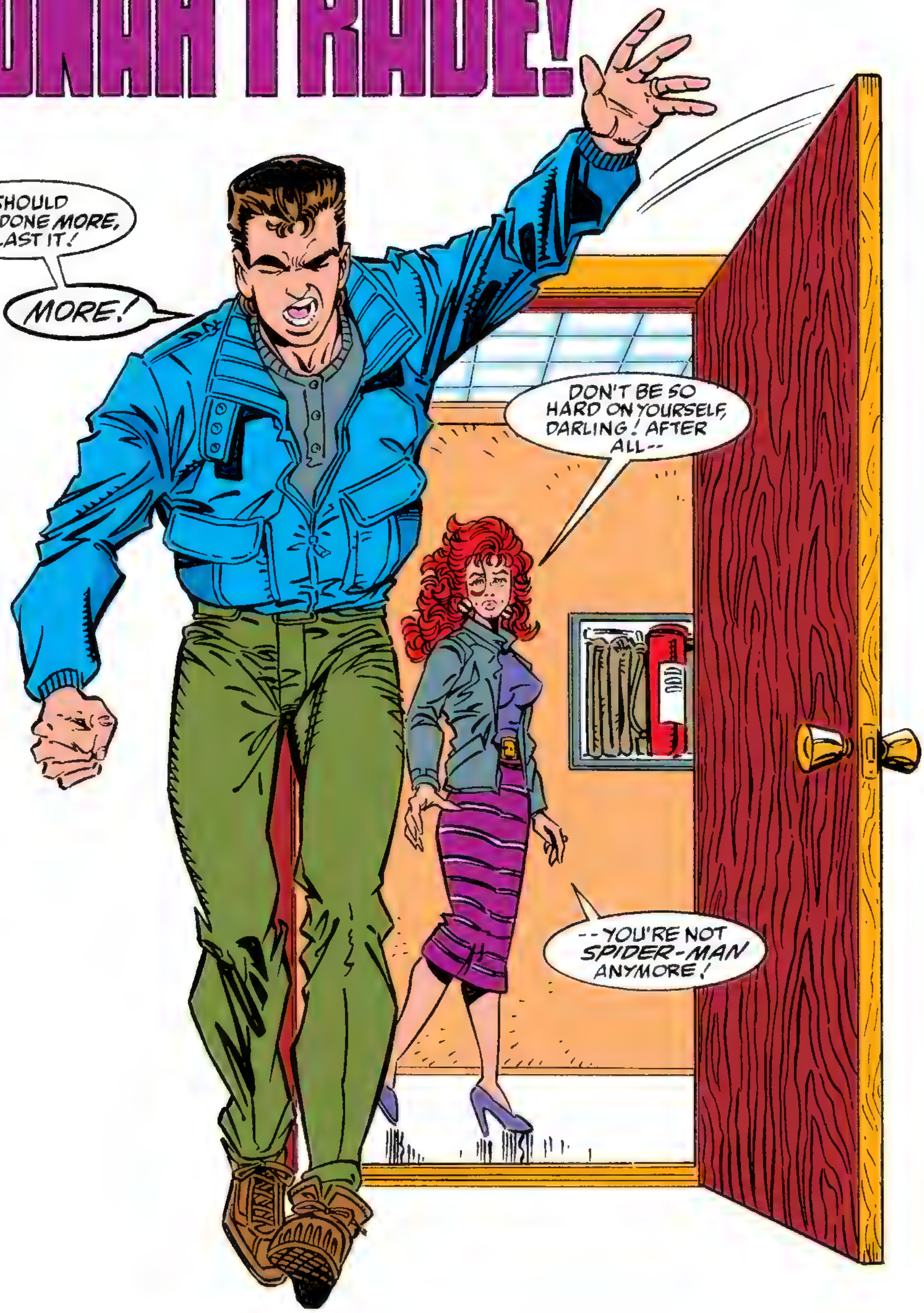
THAT'S THE WHOLE IDEA!

ERIK LARSEN
AL GORDON.

*BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!*

Stan Lee PRESENTS: **THE AMAZING SPIDER-MAN®**

THE JONAH TRADE!



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I KNOW, MARY JANE! BUT JUST BECAUSE I *GAVE UP* MY SPIDER POWERS, THAT DOESN'T MAKE IT ANY EASIER TO TURN MY BACK--

"-- WHEN PEOPLE NEED *HELP!*"

PIZZA

STRANGE MOVIE. THOUGH I DID LIKE THE BIT WHERE--

DON'T! P-PLEASE--

Joe's Pizza

>OONF<

WHAT'LL IT BE, POPS? YER MONEY--

--OR YER *WIFE?*

STAY HERE!

I'VE GOT TO--

NO! W-WITH-OUT YOUR *POWERS-!*

MAYBE I DON'T *NEED* THEM! ALL THAT WEBSWINGING'S HONED MY REFLEXES, MY SPEED!

WITH A LITTLE LUCK--

PETER!

THEY HAVE A GUN! YOU'LL BE KILLED!

YOU *WILL!*

I...I-I...≥SIGH≤ I KNOW!

BUT I CAN'T JUST *STAND* HERE!

KRASH

BRRNNGLNNGG

STORE ALARM!

C'MON! I GOT THE LOOT!

" SOME HERO.

" BROKE A LOUSY *WINDOW*...!"

YOU DID WHAT YOU COULD! *ALL* YOU COULD! PETER, YOU HAD Dr. TURNER TAKE AWAY YOUR POWERS FOR A *REASON*!

YOU WERE CONCERNED ABOUT *AUNT MAY*! SHE'S ALREADY LOST TWO LOVED ONES! AND IF *YOU* WERE KILLED AS SPIDER-MAN, SHE'D BE *DEVASTATED*!

YOU DID WHAT YOU THOUGHT WAS *RIGHT*!

I KNOW! BUT AFTER ALL THOSE YEARS OF *DOING*, JUST BEING A *BYSTANDER* IS GOING TO TAKE SOME ADJUST-MENT!

BESIDES--

--NOW WE'VE GOT A *SHOP WINDOW* TO PAY FOR! ≥HEH≤

THINK I'LL GO UP TO THE ROOF. GET A LITTLE AIR.

OH, PETER. SO WORRIED ABOUT *MAY'S* LOSS. PLEASE...

...DON'T LOSE YOURSELF!

WHILE AT THE MIDTOWN LABORATORY OF THE AFOREMENTIONED DOCTOR TURNER...

LOOKS GOOD, DOC! BUT DOES IT BURN?

SSSSSS

SSSSSS

BEEYOOOOTIFUL!

THIS TAIL'S AS GOOD AS THE ONE RHINO TOOK FROM ME!*

WHERE'D YOU GET IT?

THE MAN WHO COMMISSIONED ITS DESIGN, JUSTIN HAMMER, IS A BUSINESSMAN.

HE WAS WILLING TO PART WITH IT FOR A PROFIT.

*IN AMAZING SPIDER-MAN #319. -- J.S.

AND I, ALSO, EXPECT AN ADEQUATE RETURN. THAT TAIL, SCORPION, WILL SERVE AS YOUR PAYMENT--

--FOR SEEKING OUT AND DESTROYING SPIDER-MAN!

YOU'VE GOT A DEAL, DOC! AN' I'VE GOT A PLAN!

ONE THAT JUST MIGHT NET ME TWO BIRDS WITH ONE STING!

SCORPION IS EFFECTIVE--

--BUT UNSTABLE.

CLICK

PRE-CAUTIONS SHOULD BE TAKEN.

GATHER YOUR BELONGINGS, MY LOVELIES.

IT'S TIME TO MOVE ON.

SOHO.

WHERE PETER PARKER WATCHES THE NIGHT.

UNAWARE, FOR THE FIRST TIME IN YEARS--

--THAT THE NIGHT WATCHES BACK!

TSK TSK TSK

HUH--?

NOW I KNOW SOMETHING'S WRONG!

YOU'D NEVER LET THE BLACK CAT GET THIS CLOSE BEFORE!

FELICIA!

HOW COME YOUR SPIDER-SENSE DIDN'T WARN YOU?

I-I WAS LOST IN THOUGHT--!

RIGHT! LIKE YOU WERE "THINKING" WHEN THE TARANTULA ALMOST KILLED YOU YESTERDAY!

I-I WAS JUST TOYING WITH HIM! PLAYING AROUND!

LIKE A WORM PLAYS WITH A FISH HOOK?

YOU'LL HAVE TO DO BETTER THAN THAT TO--

ALL RIGHT!

I DON'T HAVE MY SPIDER POWERS ANY MORE.

I KNEW IT!

HAPPY? NOW YOU CAN GET OUT OF FLASH'S LIFE!

YOU WANT TO BREAK HIS HEART TO GET BACK AT SPIDER-MAN!

BUT SPIDER-MAN DOESN'T EXIST ANYMORE! SO LEAVE FLASH ALONE!

LISTEN, BUSTER, WHAT GOES ON BETWEEN FLASH THOMPSON AND ME IS *MY* BUSINESS!

BUTT OUT!

"...REDHEAD!"

A LITTLE COFFEE, A LITTLE COMPANIONSHIP. SHOW HIM HE'S NOT-- *HNH?*

FELICIA?!

OH... LOOK, I'M SORRY I BLEW UP. YOU AND I WERE CLOSE ONCE. REAL CLOSE. BUT YOU *CHANGED.*

I THOUGHT FLASH WAS JUST A DUMB JOCK, BUT I KNOW BETTER NOW. HE'S GOT A HEART, A *GOOD* ONE, AND IN THE RIGHT PLACE.

FELICIA.

I'M STILL ANGRY, BUT NOW I DON'T KNOW IF HURTING *YOU* WOULD BE WORTH HURTING *HIM!*

CAN'T MAKE OUT WHAT THEY'RE SAYING. I GUESS... IT'S NONE OF MY BUSINESS.

AND I HAD TROUBLE DEALING WITH THAT. *AND* WITH YOUR RELATIONSHIP WITH THAT... THAT...

I TRUST PETER-- IMPLICITLY. BUT KNOWING THERE ARE STILL PARTS OF HIS LIFE HE CAN'T *SHARE* WITH ME... WELL...

THAT HURTS.

A LOT.

BUT PAIN COMES IN MANY FORMS.

BLESSING HOSPITAL A PRIVATE FACILITY; MIDTOWN.

Dr. WIRTHAM, SHE'S SO YOUNG!

DISEASE ISN'T LIKE WISDOM, NURSE. YOU DON'T SPEND YEARS TO BUY IT!

THOUGH IT *STEALS* WHAT YEARS IT CAN, IF--

PWEEEEEEEE

HEART MONITOR--!

GET THE LIFE CART! *NOW!*

I'LL SIGNAL A CODE BLUE!

VITAL SIGNS TOO WEAK! THEY'LL NEVER GET HERE IN TIME!

HAVE TO DO THIS--

--MYSELF!

IN MOMENTS...

EXTREME ARHYTHMIA MUST'VE TRIGGERED PULSE SENSORS. SHE'S STABLE NOW.

IT'S A MIRACLE!

SOMETIMES, NURSE COLLINS... MIRACLES HAVE TO BE *MADE!*

AND, THE NEXT DAY, AT EMPIRE STATE UNIVERSITY...

"TALK ABOUT FLASHBACKS!"

WHEN I FIRST INVENTED MY SPIDER-TRACERS, THEY NEEDED A RECEIVER. I MODIFIED THEM TO WORK WITH MY SPIDER-SENSE LATER.

BUT SINCE I NO LONGER HAVE THAT SPIDER-SENSE, MAYBE THE RECEIVER METHOD CAN SERVE ANOTHER PURPOSE.

NOW I CAN PATENT THE TECHNOLOGY, MAKE SOME BUCKS FROM-- eh?

BRRNG

HELLO? AUNT MAY! GOSH, I-I'M SORRY! I DIDN'T REALIZE IT WAS SO LATE! I'LL BE RIGHT--

"--THERE!"

DON'T GET ME WRONG, AUNT MAY--

-- I'M DELIGHTED THAT YOU INVITED ME FOR LUNCH. BUT THERE WAS SOMETHING, WELL, CONSPIRATORIAL IN YOUR VOICE.

I ADMIT IT, PETER. I REALLY WANTED YOU HERE TO ASK YOUR ADVICE.

OUR NEW MAILMAN -- A NICE YOUNG FELLOW NAMED MR. LUMPKIN-- ASKED ME TO GO TO A BAND CONCERT IN THE PARK TONIGHT.

IT HASN'T BEEN THAT LONG SINCE... NATHAN PASSED ON, AND I DIDN'T KNOW IF IT WOULD BE PROPER TO ACCEPT.

NATHAN WAS YOUR FIANCÉ, AUNT MAY, AND HE HAD HIS FAULTS. BUT HE WOULDN'T WANT YOU TO MOURN *FOREVER.*

MY ADVICE IS:

GO FOR IT!

AND AS FOR WHAT I THINK OF THE SITUATION--

-- PRETTY LADY, YOU'LL *ALWAYS* BE MY GIRL!

OH, PETER!

THANK YOU, DEAR.

LATER: THE PUBLISHING HEADQUARTERS OF JAMESON'S NEWS DIGEST...

-- MAKING A *LIVING* WITHOUT SPIDER POWERS TO HELP ME GET EXCITING NEWS PHOTOS! MAYBE JONAH'S GOT AN ASSIGNMENT I CAN HANDLE AS PLAIN OL' PETE PARKER.

AT LEAST NOW I WON'T HAVE TO WORRY ABOUT RUNNING INTO COSTUMED *MANIACS!*

IT'S GOING TO BE TOUGHER THAN I THOUGHT--

SPRAKK

I WANTED TO BUTCHER YOU FOR *YEARS*, JAMESON!

=HRRNGK=

J-JONAH--?

BUT MAYBE, JUST *MAYBE*, I'LL CHANGE MY MIND!

IF *SPIDER-MAN* AGREES TO TAKE YOUR *PLACE*!

AGAIN?!

SHAZZAK

"HEADING FOR THE ROOF, UP THE ELEVATOR SHAFT!

"I DON'T GET IT! THAT'S TWICE IN TWO DAYS SOMEONE'S TAKEN A HOSTAGE TO GET TO *ME*!"

AT LEAST THIS TIME I CAN DO THE *SMART* THING AND LET SOMEONE *ELSE* HANDLE IT!

THE *AVENGERS* SHOULD HAVE NO TROUBLE--

--AWAY ON AVENGERS PRIORITY, YOUR CALL IS BEING TRANSFERRED TO THE NEAREST POLICE--

NUTS! MAYBE THE *FANTASTIC FOUR*! THEY'LL BE HAPPY TO--

--UNAVAILABLE AT THIS TIME. PLEASE DIAL 911 FOR--

BLAST. NO CHOICE. I REALLY HATE DOING THIS--

--BUT I CAN'T THINK OF ANYTHING ELSE!

HELLO, FLASH?

UM, CAN I SPEAK TO *FELICIA*...?

MOMENTS PASS, AS THE SCORPION MAKES HIS POSITION PAINFULLY CLEAR...

GO AHEAD! OPEN FIRE! YA MIGHT HIT JAMESON BY MISTAKE!

I CAN FIND ANOTHER WAY TO GET SPIDER-MAN! AND BESIDES--

--I COULD USE THE LAUGHS!

WHILE BELOW, IN A DESERTED SNACK ROOM--

--PETER PARKER WATCHES HOT COFFEE GROW COLD.

UNTIL...

CANDY

I'LL HAVE CREAM, TWO SUGARS.

--AND A "THANK YOU" AS BIG AS DOM DeLUISE AFTER THANKSGIVING DINNER!

THANKS, 'LICIA. I REALLY APPRECIATE YOUR PICKING UP MY COSTUME. BUT YOU...YOU DON'T HAVE TO STAY. I MEAN--

SHUT UP.

AND GET YOUR CLOTHES OFF.

LOOKS LIKE THE BUG GUY'S A NO-SHOW, JAMESON!

AIN'T THAT A SHAME...!

SORRY, SCORPION--

--IT'S A BIT MORE *COMPLICATED* THAN THAT!

NO MATTER! I'LL SPLIT *HER* SKULL *LATER!*

"TURNER?!"

THAT CINCHES IT! THIS IS NO *COINCIDENCE!*

SPIDER-MAN! AND-- HEY! TURNER DIDN'T SAY ANYTHING ABOUT A *BABE!*

NOT THAT I'LL *LIVE* LONG ENOUGH TO--

CHYYYAGH!

CAT! TAKING SCORPY ON!

NEVER THOUGHT WE'D BE *PARTNERS* AGAIN!

BUT THAT LEAVES *ME* TO SAVE JONAH'S--

--AOOOF!

Sheesh! YOU EVER CONSIDER *SLIM-FAST?*

KEEP YOUR INSULTS TO YOURSELF, WALL-CRAWLER! YOU'RE PROBABLY IN *CAHOOTS* WITH THAT MANIAC!

THAT TEARS IT! GET OUT OF HERE, JAMESON!

GO ON! BEFORE I REALIZE HOW *STUPID* I'VE BEEN TO SAVE YOUR MANGY HIDE ALL THESE --

--HUAGGH!

S-SCORPY MUST'VE MACED THE CAT! SNEAKED IN CLOSE!

IF I HADN'T SEEN HIS SHADOW, ANGLED MYSELF AWAY, I'D BE A SPIDER-KABOB!

HE'S RIGHT-- I SHOULD LEAVE BUT THIS IS *NEWS!* I'LL LEAVE!

...JUST AS SOON AS I HAVE ENOUGH FOR AN EYEWITNESS ACCOUNT!

NN-NN-NN-NNG--! FRICTION BURN... T-TEARING UP MY SIDE!

BUT I'VE A FEELING--

--THAT'S THE *LEAST* OF MY PROBLEMS!

AH, GEEZ!

M-MARY JANE!

AUNT MAY!

WHUMF!

BLACK CAT--?!?

OH, NO! IMPACT DISLODGED MY FINGERS!

SPRAKAM

HAVE TO SLOW MY FALL--

--WITH THE ONLY THING I HAVE!

WEBBING!

THWIPP

KAREEESH

IF YOU'LL EXCUSE MY BEIN' LITERAL--

--THAT'S ONE DOWN!

AN' YOU TO GO!

ZZZAK

KAPOW!

SOUNDS LIKE SCORPION'S BRINGING DOWN THE WHOLE BUILDING!

BUT MAYBE THE ELEMENT OF SURPRISE--

WHIPP

--COMBINED WITH A COUPLE OF FRESH WEBBING CARTRIDGES--

--CAN BRING HIM DOWN!

SWASH

OR NOT...!

DON'T GET IDEAS, SPIDER! THIS "HUG" ISN'T PERSONAL!

YOU'RE FLASH'S FRIEND! THAT'S WHY I'M KEEPING YOU ALIVE!

SPRATCH

MAKE THAT--

--TRYING TO KEEP YOU ALIVE!

HEY! THIS IS OUR--

--ROOF?

'SOKAY! W-WE CAN FIND ANOTHER!

I'M OUTCLASSED!

TOTALLY!

BUT I CAN'T LET CAT FACE THIS ALONE!

HAVE TO DO SOMETHING!

I'VE GOT HIS TAIL!

WHY HAVE I GOT HIS TAIL?

CHRUNCH

F-FELT... S-S-SOMETHING... CRACK...!

LEAVE 'IM ALONE!

STINGLESS WONDER!

SPLASH!

SPARK

:eep!:

SPT

KZT

POOL WATER... H-HIT THE EXPOSED WIRIN'!

SH-SHORTED OUT MY NEW TAIL!

I'LL REMEMBER YOU, SWEET STUFF!

SPING

CAN'T FIGHT HIM! NO WAY!

BUT I CAN FIND HIM!

PAK

"THANKS TO A MODIFIED SPIDER-TRACER!"

FINE. WE'RE ALIVE.

NOW CAN YOU TELL ME WHAT THAT WAS ALL ABOUT?!?

I DON'T KNOW.

BUT I THINK I CAN FIND OUT!

THUS, A SHORT ROOF-HOP LATER...

BLAST! SHOULD'VE FIGURED!

HE'S CLEARED OUT! LOCK, STOCK AND EXPLANATION!

YOU SURE THIS IS WHERE THAT MACHINE TOOK YOUR POWERS AWAY?

YEP! WHAT I'M NOT SURE IS WHAT WAS REALLY BEHIND IT ALL!

THOUGH I'M GETTING A PRETTY GOOD IDEA --

--ABOUT WHO WAS!

NEXT ISSUE: DR. TURNER... TURNS!

MARVEL® COMICS

HE'S GOT HIS POWERS BACK!

the AMAZING SPIDER-MAN®

POWERLESS
PART THREE - OR IS IT FOUR? OH, WHO CARES?

--BUT LOOK HOW MANY MO' FOES HE'S GOTTA FIGHT!

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--AND WAIT TILL YOU FIND OUT ***WHO*** WAS REALLY BEHIND ALL THIS!

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Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MANHATTAN, LATE; AS BLACK CAT LAYS DOWN THE LAW:

WAR IN THE GARDEN!

CHRNG

THAT DOES IT, SPIDER! STARTING TOMORROW--

--YOU GO ON A DIET.!

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MICHELINIE	LARSEN	EMBERLIN	PARKER	SHAREN	SALICRUP	DeFALCO
writer	penciler	inker	letterer	colorist	editor	ed. in chief

EVEN WITH MY NIFTY GRAPPLE LINE--

--THIS KITTY'S GETTING *TIRED!*

HOW 'BOUT WE SNEAK A CATNAP ON THAT ROOF?

WELL, JUST FOR A MINUTE. THE SOONER THIS *RECEIVER* LEADS US TO MY *SPIDER-TRACER* THE SOONER WE CATCH UP TO *DR. TURNER!*

BESIDES, IS IT *MY* FAULT YOU HAVE TO LUG ME AROUND THE CITY LIKE A SACK OF OLD LAUNDRY?

NOW THAT YOU MENTION IT... *YES!*

EARLIER.

LEMONADE? GEE. HOW *DOMESTIC.*

PULL IN THE CLAWS, FELICIA! MARY JANE'S DOING PRETTY WELL--

--CONSIDERING YOU JUST DRAGGED HER *HUSBAND* IN WITH MORE CUTS THAN A "FRIDAY THE 13TH" VICTIM!

THIS IS SERIOUS! I THOUGHT I DID THE RIGHT THING WHEN I HAD DOC TURNER TAKE AWAY MY *SPIDER-POWERS!**

FIGURED I'D SAVE *AUNT MAY* FROM A BROKEN HEART IF I EVER GOT KILLED FIGHTING SOME COSTUMED LUNATIC!

*IN *AMAZING SPIDER-MAN* #341--J.S.

BUT EVER SINCE, I'VE BEEN *DRAWN* INTO BATTLE, INTO FIGHTS THAT ARE SOMEHOW *LINKED* TO Dr. TURNER!

FORTUNATELY, DURING THE LAST ONE, I TAGGED *SCORPION* WITH A MODIFIED *SPIDER TRACER!*

SO I'LL BE ABLE TO *TRACK* HIM ELECTRONICALLY BY--

ANYONE HOME?

KNOCK KNOCK

OH, NO! WE INVITED THE *OSBORNS* AND *FLASH THOMPSON* FOR DINNER! I FORGOT ALL ABOUT IT!

I CAN'T LET FLASH SEE ME LIKE *THIS!*

GRAB SOME JEANS FROM MY CLOSET, FELICIA! PETER--?

I'LL CHANGE IN THE BATHROOM!

AND SOON...

OF *COURSE* WE DON'T MIND CHINESE TAKE-OUT, MARY JANE!

WE PRACTICALLY *LIVE* ON THE STUFF!

=glgik=

=glrp=

THANKS, HARRY, LIZ. I KNEW YOU'D UNDERSTAND!

BUT WHERE'S FELICIA?

RIGHT HERE, CHAMP!

COULDN'T FIND THE *JEANS*, MJ. HOPE YOU DON'T MIND...?

I SURE DON'T! YOU LOOK SHARP AS A *TYSON JAB*, BABE!

NOT *JEALOUS*, ARE YOU?

"JEALOUS"?

SHE'S GLAMOROUS, SHE'S YOUR EX-LOVER, AND SHE'S JUST SHOWN ME UP AT MY *OWN* PARTY!

WHY WOULD I *POSSIBLY* BE JEALOUS?!?

NOW, SWEETHEART--!

I KNOW, I KNOW! I'M QUITE A CATCH MYSELF.

I CAN HANDLE IT.

FUNNY, THOUGH. 'LICIA STARTED OUT *USING* FLASH, TO GET BACK AT YOU. BUT NOW IT SEEMS SHE REALLY *CARES* FOR HIM.

I'M GLAD. THAT'S THE ONLY REASON SHE AGREED TO *HELP* ME.

AND I'M GOING TO *NEED* THAT HELP.

TO *SURVIVE!*

CHRING

NOW.

ONCE MORE AROUND THE BRONX, THEN WE'LL--

-- HOLD IT! I'M GETTING SOMETHING!

P-DIT

OVER AT THE *BOTANICAL GARDENS!*

BLAST YOU, FELICIA!

AND... THANK YOU.

THAT APPARATUS DOESN'T LOOK *HORTICULTURAL* TO ME! IS IT--?

NONE OTHER! IT'S THE MACHINE THAT STOLE MY POWERS! AND RIGHT NEXT TO IT--

--DOC *TURNER* HIMSELF!

TO SAY NOTHING OF *SCORPION*, *TARANTULA*, AND THE *FEMME FATALES*! LISTEN...!

SINCE WE WORK TOGETHER TOWARDS A COMMON GOAL, PERHAPS IT'S TIME TO LAY *ALL* OUR CARDS ON THE TABLE.

I SHALL DEAL FIRST...!

THAT MOSAIC BELT BUCKLE! I KNEW IT!

IT'S *HIM!*

BLP

"*THE CHAMELEON!*"

THIS DEVICE I GOT FROM *THE TINKERER* WAS SUPPOSED TO *IMMOBILIZE* SPIDER-MAN SO HE COULD BE KILLED!

BUT WHEN I FOUND THAT IT *SUPPRESSED* HIS POWERS, I DECIDED TO *TOY* WITH HIM A WHILE! I SET UP CONFRONTATIONS--

--KNOWING THE WHINY DO-GOODER COULD NEVER TURN HIS BACK ON SOMEONE IN *NEED!*

"SUPPRESSED"?

THEY'RE NOT *GONE!?!*

NOW, WE MUST FIND SPIDER-MAN ONCE MORE-- AND *END* THE GAME!

CHAMMY'S SLIME--BUT HE'S RIGHT: I *CAN'T* GIVE UP SPIDER-MAN! THE POWERS, THE COSTUME, EVEN THE NAME...

YES.

BUT SPIDER-MAN IS MORE THAN THAT-- HE'S *PETER PARKER*, AND WHAT PETER PARKER IS *INSIDE!* AND THAT *WON'T* GO AWAY!

BOTTOM LINE: IF I DON'T *RESTORE* MY POWERS, SOONER OR LATER, I'LL *DIE* DOING WHAT I *HAVE* TO DO! BUT AGAINST THAT *MOB* DOWN THERE...!

YOU JUST PLAY THE *MACHINE*, PARTNER!

I'LL WORK THE AUDIENCE!

KRESH

HEADS UP, BALDY!

BLACK CAT'S ON THE PROWL!

KEEP 'EM BUSY, CAT!

BUY TIME FOR THIS MACHINE TO DO WHAT I WANT IT TO!

WHAT IT HAS TO DO!

I ANTICIPATED SOMETHING LIKE THIS, MADAM!

AS A RESULT MY HIDEOUT IS EQUIPPED WITH CERTAIN --

PLIK

"-- CUSTOM FEATURES!"

PLANTS... MOVING?

A-ARTIFICIAL CONSTRUCTS!

HOLDING ME TIGHT!

WHIPLASH! BLOODLUST!

FINISH IT!

GOTCHA!

CHRNG

HER YOU GOT!

ME YOU DON'T!

SKASH

SCORPION'S BIG TIME! BUT MAYBE IF I ATTACK FROM BEHIND!

AND AS FOR YOU, WOLVERETTE--

YOWP!

T-TAIL'S TOO STRONG! PULLING ME OFF MY FEE--

PLANGSH

MANURE

--CHECK OUT *THESE* CLAWS!

C'MON, BOY GENIUS! YOU'RE SUPPOSED TO BE A SCIENCE WHIZ!

FIGURE THIS THING OUT!

STOP WORRYING THAT SOME *PSYCHO* MIGHT RIP YOUR *SPINE* OUT AT ANY SECOND!

RRRAAARRG

YOU DODGE WELL, SEÑORITA!

BUT A SINGLE SCRATCH, A MERE *TASTE* OF THE CHEMICALS ON MY BOOT SPIKES, WILL RENDER YOU UNCONSCIOUS!

AND THEN--

G-GHK

PSSSHH

BUG OFF!

INSECT SPRAY PUT HIM UNDER! NOW TO--

EH? F-FLYING INTO THE AIR-?!

THANKS TO *MINDBLAST'S* TRACTOR BEAM!

AND THEY CALL *ME* "KNOCKOUT," DARLIN'!

HERE'S WHY!

SAY--

--HAVE YOU GALS MET TARANTULA?

=HNGH=

CHK

CHK

=NNF!=

'TULA'S BOOT SPIKES WORKED FAST! BUT THESE "LADIES" FELL RIGHT ON TOP OF ME!

G-GOT TO PULL FREE BEFORE--

=GULP= THIS IS GONNA HURT.

STILL DON'T GRASP THE *PRINCIPLE* BEHIND THIS DEVICE, BUT I THINK I UNDERSTAND THE *CONTROLS!*

AT LEAST, WELL ENOUGH TO REVERSE ITS CAUSATIVE ENERGY FLUX! IF NOT...

...I HOPE SHE'LL *FORGIVE* ME!

TAK

PAIN. LIKE BEFORE, HE REMEMBERS...

EVERY NERVE SCREAMING, AS IF RUDELY YANKED TO THE SURFACE.

BATHED IN ACID.

DRAWN THROUGH SALT.

IT IS THE ONLY SENSATION HE KNOWS; THE ONLY AWARENESS HE HAS.

UNTIL AN ODD, FAMILIAR TINGLING INTRUDES.

SPIDER-SENSE! TH-THAT MEANS I'M--

SPIDER-SENSE?

Whoop?!?

CAT!!

A-AT LEAST... THEY DIDN'T BREAK... MY *NOSE!*

GO... G-GET 'EM... SPIDER!

COUNT ON IT, LADY!

SPIDER-MAN'S BACK!

HEY! THOSE TREES ARE AN ENDANGERED SPECIES!

THAK!

THR-RAK

AS AN ECOLOGY-MINDED SPIDER-MAN--

THWIPP

HSSSSSSS

--IT'S MY DUTY TO *DISCOURAGE* SUCH MINDLESS DESTRUCTION!

BLOODLUST ONLY HAS *CLAWS*, WALL-CRAWLER! I'VE GOT *LASHES*!

HEAVENS TO MAYBELLINE, SO YOU DO!

I JUST WISH THE *RAIN FOREST* WAS AS EASY TO FIX...!

THOUGH IF YOU ASK ME, THEY COULD USE A *TRIM!*

THWIPP

THWIPP

STUCK TIGHT?

Uh-huh.

CAN'T MOVE?

Uh-uh.

THIS IS FOR CAT.

BLESS YOU, SPIDER-SENSE! IT'S *GREAT* TO HAVE YOU BACK!

WHAM

ZHAP

ZRAP

SO YOU CAN DODGE MY TAIL BLASTS! BIG DEAL!

NOW YOU'RE CLOSE ENOUGH--

--FOR MY STINGER TO DO THE TRICK!

"STINKER"?

YOU'VE TURNED INTO SKUNK-MAN?!

OH, STING-er! MY, THAT DOES LOOK SHARP!

"--AIM."

THUTCH

BET IT'LL STICK INTO ANYTHING, HUH?

BLAST! unf C-CAN'T hrnf GET LOOSE!

HEY--! G-GET OFF! YOU'RE MESSIN' UP MY--

ALLOW ME!

IF I CALCULATE RIGHT, SCORPY SHOULD LAND RIIIIIGHT ABOUT HERE!

I'LL JUST CATCH HIM WHEN HE-- HOLD IT! I ALMOST FORGOT!

THE CHAMELEON!

WHAM!

I'LL GET HIM, SPIDER! YOU MOP UP!

RIGHT! I'LL--

--WAITA MINIT!

WHAT HAPPENED TO FELICIA'S WOUNDS?

S...SPIDER...?

SMASH!

THE CHAMELEON! HE DID IT AGAIN! I COULD GO AFTER HIM--

--BUT THOSE SIRENS ARE CLOSING FAST!

AND THERE'S NO WAY THE BLACK CAT'S GETTING OUT OF HERE ON HER OWN!

C'MON! LET'S LEAVE THE "EASY FINISHING STEPS" TO THE CAVALRY!

JUST ONE THING BEFORE I GO...

THWIP!

SPRAK ZZZ ZITCH

CH-POOM

YAKOOM

NO ONE'S GONNA USE THAT THING ON ME AGAIN!

MOMENTS LATER, AFTER THE "CAVALRY" HAS INDEED TAKEN OVER...

YOU SURE YOU'RE OKAY, FELICIA?

NO, BUT IT'S NOTHING PERMANENT. I'LL TELL FLASH I FELL DOWN STAIRS OR SOMETHING. THERE... DOES SEEM TO BE *ANOTHER* PROBLEM, THOUGH.

WHEN I TRIED WALKING THE ROOF EDGE, I LOST MY BALANCE! AND I CAN'T FORM MY HANDS INTO *CLAWS* ANY MORE!

THE LIGHT FROM THAT MACHINE--

--I THINK IT TOOK MY POWERS AWAY! FOR *REAL!*

IT WAS CALIBRATED TO MY D.N.A. STRUCTURE! MUST'VE AFFECTED *YOU* DIFFERENTLY!

IF I HADN'T *DESTROYED* IT--!

DON'T FEEL BAD, SPIDER. MY LIFE'S GONE THROUGH SOME CHANGES, AND I'M CONFUSED... BUT MAYBE THIS IS FOR THE BEST.

ONE THING'S FOR SURE: FLASH CAN *NEVER* FIND OUT I WAS THE BLACK CAT! HE MIGHT REALIZE I CAME ON TO *HIM* TO GET AT *YOU!*

TELL YOU WHAT: YOU KEEP *MY* SECRETS... AND I'LL KEEP *YOURS!*

DEAL!

THEY PART AS EQUALS; PERHAPS, AS FRIENDS.

AND THE NEXT DAY, AT THE FOREST HILLS RESIDENCE OF MAY PARKER...

BETTER TURN THE TUNA OVER, HON. IT'S BURNING!

HUH? OH, SORRY. I'M KIND OF DISTRACTED. GUESS I'M FEELING GUILTY.

I MEAN, I'M BACK TO FACING BAD GUYS AGAIN, AND AUNT MAY'S AS MUCH IN THE DARK AS EVER!

I WAS WONDERING, AFTER ALL THESE YEARS... SHOULD I TELL HER I'M SPIDER-MAN?

I... I DON'T KNOW, PETER.

THE GARTHS

WHIZ TV

MY GOODNESS, THAT SMELLS WONDERFUL!

THANKS, AUNT MAY. LISTEN--

--I, UM, HAVE A QUESTION FOR YOU. HYPOTHETICAL, THAT IS!

IF SOMEONE WAS IN DANGER AND I COULD HELP, BUT IT MIGHT MEAN GETTING HURT, OR EVEN KILLED...

...SHOULD I DO IT?

IF YOU DIDN'T, YOUNG MAN, YOU'D NEVER BE WELCOME IN THIS HOUSE AGAIN!

WHAT?!?

YOUR SENSE OF RESPONSIBILITY IS WHAT MAKES YOU SPECIAL. IT'S WHAT MADE ME AND YOUR LATE UNCLE BEN SO *PROUD* OF YOU!

LOSING YOU WOULD BE DEVASTATING; I DON'T KNOW IF I COULD *SURVIVE* IT! BUT HAVING YOU SHIRK RESPONSIBILITY WOULD BE LIKE LOSING YOU ANOTHER WAY. MAYBE A MORE *PAINFUL* WAY.

JUST BE WHAT YOU ARE, PETER. THAT'S ALL I'VE EVER WANTED.

MAY?

OH, I HOPE YOU TWO DON'T MIND IF I INVITED ANOTHER GUEST.

PETER, MARY JANE, I'D LIKE YOU TO MEET *MR. LUMPKIN!*

FLOWERS? WILLIE, YOU'RE SO SWEET!

FACE IT, TIGRESS--

--YOU HIT THE JACKPOT!

LOOKS LIKE EVERYTHING'S OKAY, Huh?

MM-HM. I GUESS MAY'S NOT THE *ONLY* ONE TO HIT THE JACKPOT--

--TIGER!

"EVERYTHING OKAY"? A COMFORTING THEORY. BUT AT THE EMERGENCY ROOM OF BLESSING HOSPITAL --

EMERGENCY

--REALITY IS FAR MORE DISTURBING!

BLESSING HOSPITAL

HE'S GOT A KNIFE!

D-DOCTOR WIRTHAM! YOU'RE HURT--!

BLASTED COKEHEAD!

JUST A SCRATCH, NURSE! I'LL TREAT IT MYSELF! GET THAT MAN SEDATED!

AND SOON, IN A PRIVATE OFFICE...

PSEUDO-SKIN TORN, BUT THE VIBRANIUM MESH BENEATH IS UN-DAMAGED!

A LITTLE TOUCH-UP, AND I'LL BE AS GOOD AS NEW!

AS I MUST BE, IF I'M TO SHOW THE WORLD'S DEATH MERCHANTS WHAT IT MEANS TO DEAL WITH--

--CARDIAC!

NEXT ISSUE: UH, WOULDJA BELIEVE... CARDIAC?

PLUS: THE LUMBERING LETHALITY OF RHINO!

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HEY! I WANNA KILL HIM!

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IS HE HERO OR VILLAIN?!

INTRODUCING

CARDIAC!™

BUT WAIT--THERE'S MORE! SUCH AS THE RAMPAGIN'

RHINO!™

NOW HOW MUCH WOULD YOU PAY?!

Randy Emberling '90

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

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HEARTS and POWER

RAT?

RAT?!?

WHY, I OUGHTA--!

=HMPH=! WE SPIDERS GET BAD-MOUTHED *ENOUGH* WITHOUT BEING MISTAKEN FOR FURRY THINGS THAT LIVE IN *SEWERS*!

MY FAULT, THOUGH.

GOT CARELESS, LET MY *CAMERA* HIT THAT LIGHT FIXTURE!

HAZARDOI MATERIAI

CLICK

CLICK

BETTER START MAKING UP TIME!

JOY MERCADO AND I CAME HERE ON ASSIGNMENT FOR *NEWS DIGEST*, AND THIS IS SOME STORY!

SEEMS CHEMICALS THAT ARE VITAL FOR PROCESSING *COCAINE* ARE BEING SOLD IN QUANTITY TO SOUTH AMERICA!

BUT BECAUSE THEY'RE LISTED AS "FOR AGRICULTURAL PURPOSES ONLY," THE TRANSACTION IS PERFECTLY LEGAL!

MATTER OF FACT, THOSE GUARDS AREN'T HERE TO KEEP *POLICE* OUT, BUT TO WARD OFF *REPORTERS*!

HAZARDI MATI

THAT'S WHY I GAVE JOY THE SLIP, SO I COULD MANEUVER BETTER AS-- HNH? SPIDER-SENSE! SOMETHING'S ABOUT TO--

OOO

"--HAPPEN!"

THBASH

TELL THE SLIME YOU WORK FOR:

FWAPP

CARDIAC IS HERE!

THEN SLITHER BACK TO YOUR HOLES AND LET ME DO WHAT I MUST!

BLAM BLAM BLAM

BAD CHOICE.

SPING

PAK

SPWEE

NOW YOU'LL *PERISH*, ALONG WITH THE TOOLS OF YOUR DAMNABLE TRADE! YOU--

THBAMP

THBAMP

--oh?

THWIPP

SPIDER-MAN! WHAT A DELIGHTFUL SURPRISE!

I'VE ADMIRED YOUR EXPLOITS FOR YEARS! WORKING WITH YOU WILL BE AN *HONOR*!

I'VE GOT NEWS, PAL!

I DIDN'T COME HERE TO DESTROY *PRIVATE PROPERTY*! THIS OPERATION IS STRICTLY LEGIT!

BUT... IT'S *EVIL*.

SO'S LIP-SYNCHING AT ROCK CONCERTS!

IT'S NOT A PERFECT WORLD!

I'VE NO WISH TO FIGHT YOU.

FSSSS

SSKASH

YOWK! TALK ABOUT BRINGING THE HOUSE DOWN!

THUD

HUH. SEEMS MY ADMIRER FINISHED HIS JOB AND TOOK IT ON THE LAM! AND MAYBE I'D BETTER FOLLOW SUIT, GET BACK TO JOY BEFORE THE *POLICE* SHOW!

BECAUSE IT LOOKS LIKE WE'VE STUMBLED ONTO A BIGGER *STORY* THAN WE BARGAINED FOR!

BUT I'LL NOT LET THAT *STOP* ME!

AND SO, AS PETER PARKER REJOINS HIS JOURNALIST PARTNER...

IS IT TRUE, PETE? WAS SPIDER-MAN INSIDE? DID YOU GET PICTURES?

POLICE LINE

YEP, YEP--

--AND YEP!

WISH I COULD KEEP SPIDEY *OUT* OF THIS! THE COINCIDENCE OF "US" ALWAYS SHOWING UP AT THE SAME PLACE COULD GET SUSPICIOUS!

BUT WITH *CARDIAC* STILL ON THE LOOSE, I THINK I'VE GOT *BIGGER* THINGS TO WORRY ABOUT!

AND YOU'RE NOT THE *ONLY* ONE...!

THIS IS... DIFFICULT. AS A PHYSICIAN, I TOOK AN OATH TO *PROTECT* LIFE!

THOSE GUARDS...

NO! THERE ARE THINGS TO BE DONE! TASKS THAT ONLY *I* CAN PERFORM!

I MUSTN'T LET MY RESOLVE WAVER! I HAVE TO BE STRONG, *ACCEPT* MY LOT! LIKE SPIDER-MAN SAID:

"IT'S NOT A PERFECT WORLD...!"

WON FOR

A PHILOSOPHY WITH WHICH MOST NEW YORKERS WOULD PROBABLY AGREE! PARTICULARLY--

-- A BLEARY-EYED TELEVISION CREW SHOOTING A SUNRISE SCENE IN BATTERY PARK THE NEXT MORNING!

ROLL TAPE! ACTION!

SYBIL, YOU AMAZE ME. IT DOESN'T BOTHER YOU?

I MEAN, THAT I'M A MARRIED MAN?

REALLY, MARCUS--

-- I NEVER LET LITTLE THINGS BOTHER ME!

AAAAAAND--

-- CUT! PRINT IT!

THAT'S FORTY-FIVE FOR BREAKFAST, PEOPLE!

BE BACK AT SEVEN! SHARP!

TOP O' THE MORNIN', MARY JANE!

THOUGHT I'D JOIN YOU FOR AN ELEGANT REPAST, SEEING AS I WAS UP ANYWAY!

THANKS TO JOY KEEPING ME AT THE OFFICE UNTIL EVERY LAST PICTURE WAS DEVELOPED!

McDONALD'S

Y'KNOW, YOU'RE A PRETTY GOOD ACTRESS. I'M GLAD THAT KISS WAS JUST PART OF A SCRIPT!

NICE. A GUILT TRIP TO START THE DAY! AFTER WHAT ALMOST WENT ON BETWEEN ME AND JASON JEROME--!*

* SEE RECENT ISSUES OF SPECTACULAR SPIDER-MAN FOR DETAILS.-- J.S.

YOU'RE MY HUSBAND, PETER, MY ONE-AND-ONLY! AND YOU'RE TERRIFIC! =munch=

A BIT SLIM IN THE GOURMET DEPARTMENT, BUT...

OKAY, SO YOU DON'T LIKE McWEASEL! NEXT TIME I'LL BRING YOU THE MOON!

THE STARS!

MAYBE EVEN A WEATHER SATELLITE!

THERE'S ONLY ONE THING I WANT FROM YOU, BIG GUY.

AND I WANT IT BAD!

OOOO! AND WHAT MIGHT THAT BE, MY PETAL, MY FLOWER, MY TWINING FERN?

A WAKE-UP CALL IN 15 MINUTES.

=YAWN=

THESE DAWN SHOOTS ARE MURDER!

AH, PETER PARKER-- LOVE GOD!

HAVE TO DRIVE 'EM OFF WITH A STICK!

=sigh=

WHILE AT THE WIRTHAM TOWER, ADJACENT TO MIDTOWN'S BLESSING HOSPITAL--

--OTHER DRIVES ARE AT WORK.

MY SCHEDULE, MS. TRUXTON?

YOUR USUAL APPOINTMENTS, DR. WIRTHAM. PLUS SURGERY AT ELEVEN, ASSIGNMENT OF THAT RESEARCH GRANT AFTER LUNCH, A SPEECH TO THE JAYCEES AT TWO-THIRTY--

-AND OF COURSE, THERE'S THE CHARITY DINNER THIS EVENING.

CANCEL THE DINNER, STEPHANIE-- AND DOUBLE MY CONTRIBUTION.

I'M AFRAID A MORE PRESSING MATTER HAS ARISEN.

IT'S DIFFERENT NOW, ISN'T IT, ELI?

YOU BUILT THE MOST POWERFUL MEDICAL AND BIOLOGICAL RESEARCH EMPIRE ON THE EAST COAST, ALL BECAUSE OF A *PROMISE* MADE YEARS AGO TO SOMEONE VERY SPECIAL.

NOW, THAT EMPIRE HAS BECOME LITTLE MORE THAN A *TOOL*.

A *USEFUL* TOOL, NEVERTHELESS. FOR EXAMPLE:

THE INFORMATION THAT LED TO LAST NIGHT'S "REMOVAL" PROCEDURE--

--ABOUT HOW *SAPIRDYNE CHEMICALS* HAS BEEN SHIPPING PROCESSING COMPOUNDS TO DRUG LORDS.

I OVERHEARD IT FROM A TIPSY SENATOR AT ONE OF MY OWN *AWARD CEREMONIES!*

THERE'S SO MUCH EVIL, SO MUCH OF IT *CONDONED*.

BUT WITH THIS POWER--

--I SHALL BE THE ONE TO DO SOMETHING *ABOUT* IT!

NOON; THE ARCTIC OCEAN. ICEBERGS FLOW LANGUIDLY IN THE COLD, QUIET CURRENT.

THAT IS, MOST OF THEM DO.

ONE, HOWEVER, SEEMS ODDLY STATIONARY.

AS IF ANCHORED.

AND IF YOU MOVE CLOSE ENOUGH--

-- YOU MIGHT CATCH THE SOFT STRAINS OF A BRAHMS SYMPHONY.

FOR THIS "BERG" IS MUCH MORE THAN IT SEEMS. AS IS--

--ITS MASTER!

MR. HAMMER?

YES, PHILLIP. WHAT IS IT?

REPORTS OF A RAID AT ONE OF YOUR FACADE HOLDINGS, SIR.

SAPIRDYNE CHEMICALS. FINANCIAL LOSSES ARE CONSIDERABLE.

DEAR ME, CAN'T I SPEND A FEW DAYS IN MY VACATION LAIR WITHOUT *SOME* DISASTER CROPPING UP?

OH, VERY WELL.

AT LEAST FINANCING *COSTUMED OPERATIVES* HAS ADVANTAGES AT TIMES. WE'LL GO THAT ROUTE.

YES, SIR.

CONTACT *RHINO*. TELL HIM HIS RETRO-DESIGN BATTLE SUIT IS READY, AND THAT IT SHALL BE HIS.

IN EXCHANGE FOR A SMALL... *FAVOR*.

THREE O'CLOCK.

EMPIRE STATE UNIVERSITY.

ESU

IT WORKS!

A GRADUATE CHEMISTRY COURSE.

THIS ALTERNATE CATALYST COULD SHAVE *MINUTES* OFF THE STANDARD CUPRIC ANALYSIS PROCESS!

I'LL JUST DOUBLE-CHECK IT WITH--

--eh?

NUTS.

MANUFACTURED BY SAPIRDYNE.

©

NORMALLY, I LOVE SCIENCE. IT *RELAXES* ME, HELPS ME FORGET MY PROBLEMS.

BUT THIS REAGENT.

RE-

POW

SAPIRDYNE

GUESS I *CAN'T* FORGET LAST NIGHT, LEASTWAYS--

--UNTIL I FIND OUT WHAT IT WAS ALL *ABOUT!*

EIGHT O'CLOCK.

THE RIKER'S ISLAND PRISON COMPLEX.

GEEZ, BROCK, GIVE IT A REST!

SEEIN' YOU DO CHIN-UPS IS ABOUT AS EXCITIN' AS WATCHIN' GLACIERS FORM!

MY BODY IS CAGED.

ONE HUNDRED TWENTY-THREE

BY MY SPIRIT IS FREE.

ONE HUNDRED TWENTY-FOUR

AND I MUST MAINTAIN BOTH IN PEAK CONDITION--

ONE HUNDRED TWENTY-FIVE

--IF I'M TO AVENGE THE DEATH OF MY OTHER.

FORGET THAT VENOM SPOOK! ALL YA NEED IS WILL!

THE COURAGE TO DO THINGS OTHER FOLKS ARE SCARED TO!

LIKE SLAUGHTERING INNOCENT FAMILIES, CLETUS? ≥sigh≤

SOMETIMES I WISH I DIDN'T HAVE TO LIVE WITH A FOUL SERIAL KILLER LIKE YOU.

KEEP GRIPIN', PAL, AN' YA WON'T BE!

eep!

THE WINDOW! O-OUTSIDE THE *WINDOW!*

WHAT IS IT?

IT... I-IT... =gulp= NOTHIN'.

I-I GUESS... IT WAS NOTHIN'.

OH, NO, CLETUS KASADY, IT WAS VERY MUCH *SOMETHING.*

SOMETHING THAT WILL EMBROIL *THE AMAZING SPIDER-MAN* IN A FIGHT, QUITE LITERALLY, TO THE DEATH!

BUT THAT'S ANOTHER STORY.

THIS STORY, ON THE OTHER HAND, NOW SHIFTS TO THE BRONX.

THERE'S HARRY'S PLACE--THE *OSBORN CHEMICAL COMPANY!*

OSBORN CHEMICAL COMPANY

HARRY'S A GOOD FRIEND, BUT NOW I CAN'T HELP WONDERING--

-- WHAT HAPPENS TO THE CHEMICALS *HE* MANUFACTURES?

SAPIRDYNE CHEMICALS

C'MON, SPIDEY, STOP WORRYING ABOUT PROBLEMS THAT MIGHT NOT EXIST!

WHILE BEHIND THAT CHEMICAL PLANT..

IT IS TIME.

I MADE GREAT SACRIFICES --

-- WENT THROUGH MUCH *PAIN* TO ACQUIRE MY POWERS.

I MUST SEE THAT THEY SERVE ME WELL!

"A MICROSCOPIC SURGE OF ENERGY COURSED THROUGH MY WALKING STICK--

"--WILL ELONGATE IT INTO MY MULTI-PURPOSE *PULSE STAFF!*"

'CAUSE THERE'S ONE THAT *DOES!*

SAPIRDYNE!

WHICH WILL IN TURN ALLOW ME ACCESS...

--TO THE *BATTLEFIELD!*

HOWEVER...

NO NIGHT SHIFT? SECURITY PATROL?

NOT EVEN A GUARD AT THE DOOR?

SOMETHING'S WRONG.

BA

WHOONF

I DON'T GET IT! THIS NEW *RHINO* OUTFIT IS SUPPOSED TO HAVE ENHANCED *POWER!*

RH...RHINO?!

SO HOWCUM THIS LEATHERBOY SURVIVED MY *CHARGE*? AH, WELL, DON'T MATTER.

HE AIN'T GONNA LIVE THROUGH *THIS* ONE!

WHAT HAVE I GOTTEN *INTO*?

GHRAAASH

GOOD QUESTION...

... eh, SPIDEY?

HOLY--!

GHRAAASH

HAVE TO AVOID HIM UNTIL I CAN REGAIN MY STAFF!

SHOULD REACH THAT CATWALK WITH A NARROW LEAD!

ENOUGH TO REACH BACK AND MAKE SURE HE DOESN'T--

--FOLLOW!

SSSSSSSSS

SHHLIP

HUH--?!

FALL WAS SHORT!

MORE HUMILIATIN' THAN PAINFUL!

GOTTA SCRAMBLE UP THIS CABLE, CUT Mr. WISEACRE OFF!

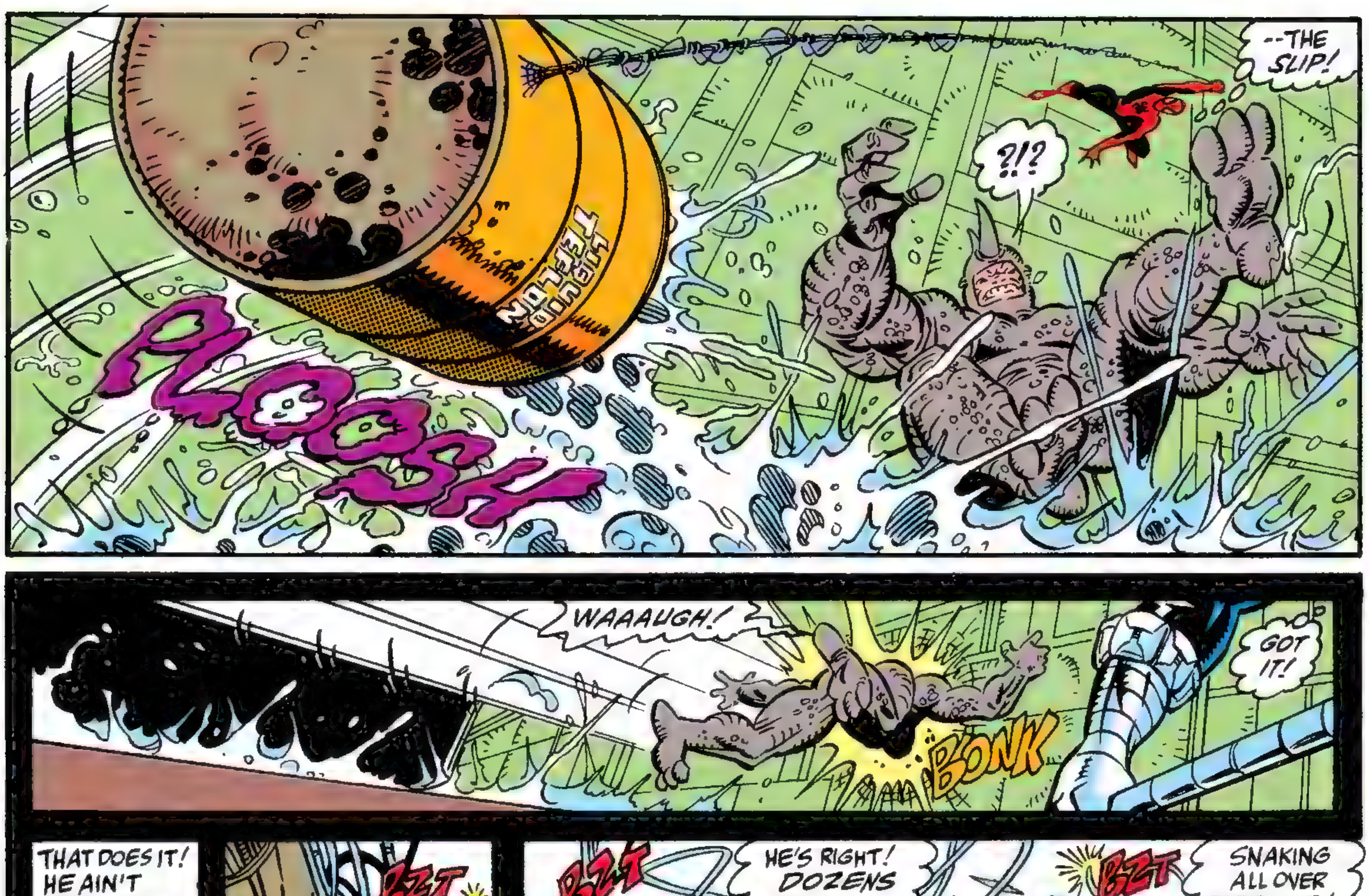
SO I CAN KNOCK 'IM OFF!

SAY G'BYE TO YER HEAD, YA LOUSY--

WHUNG!

THWAM

SPIDER-MAN!
THANKS!
SAVE IT! I KNOW HE'S A BAD GUY!
I DON'T KNOW WHAT THE HECK YOU ARE! AND UNTIL I DO--
--SPIDER-SENSE! RHINO SLAMMING THE SUPPORTS! CATWALK COLLAPSING!
CARDIAC! HANG ON!
"--BLAST! CLEAR MEMBRANE!
FZZZ
"VAPORIZING WEB-LINE! JUST LIKE SCORPION'S MASK DOES!"
BETTER WEB HIS EYES! BUY US TIME TO--
THWIPP
IS THERE A CONNECTION?
BETTER WORRY ABOUT IT LATER!
THWIPP
AFTER I GIVE RHINO (I DON'T BELIEVE I'M GOING TO SAY THIS)--


--THE SLIP!
?!?
FLOOSH
WAAAUGH!
BONK
GOT IT!
THAT DOES IT! HE AIN'T JUST GONNA DIE!
BZT
BZT
HE'S RIGHT! DOZENS OF THEM!
BZT
BZT
SNAKING ALL OVER THE PLACE!
GOT TO BACK OFF BEFORE--
HE'S GONNA DIE BAD!
YER FAST, WALL-CRAWLER!
BUT THIS POWER CONDUIT'S GOT MORE LIVE WIRES THAN EVEN YOU CAN DODGE!
ARGK!

NOW...

...WHAT DO I BREAK FIRST?

Hnh--?!

CHOK

I'D SAY THIS MAKES US EVEN, SPIDER-MAN!

THBAMP

DON'T WORRY! YOU'LL BE ALL RIGHT!

YOUR MUSCLES ARE MERELY FLACCID FROM THE EFFECTS OF THE SHOCK--

--LEAVING YOU TOO WEAK TO KEEP ME FROM MY GOAL!

CARDIAC--! DON'T--!

THBAMP-BAMP BAMP

IT'S DONE!

NOW YOU MUST LEAVE.

NO WAY! NOT TILL I FIND OUT WHAT--

SPIDER-MAN! MY FRIEND.

LISTEN TO REASON: THOSE CHEMICALS ARE HIGHLY FLAMMABLE.

IN MOMENTS, THEY'LL REACH THE SPARKING WIRES!

HOLY GEEZ!

I AIN'T NO ROCKET SCIENTIST, BUT I KNOW SMART WHEN I *HEAR* IT!

I'M BOOKIN' *OUTTA* HERE!

AND... YOU?

HESITATION.

A CONFLICT OF EMOTIONS.

SELF-PRESERVATION WINS!

SPIDER-MAN

AND...

FIREFIGHTERS GOT HERE QUICK.

GOOD.

MAYBE THEY'LL FIND A CLUE!

BECAUSE I SURE AS HECK DON'T HAVE ONE! I *KNOW* THERE'S MORE TO THIS THAN MEETS THE EYE!

I JUST WISH I KNEW HOW TO FIND WHAT IT *IS*!

CAREFUL WHAT YOU WISH FOR, SPIDEY.

YOU MIGHT JUST GET IT!

PULL!

TAP

CHK CHK

BDOOM BDOOM

ADJUST THE THERMAL SHIELD, WON'T YOU, PHILLIP? IT'S GETTING A BIT *CHILLY* IN--

--YES, CARTER? SOMETHING IMPORTANT?

A REPORT FROM *SAPIRDYNE*, SIR.

HMM... IT SEEMS THAT CARDIAC FELLOW PERSISTS IN BEING A NUISANCE.

ON THE OTHER HAND--

-- *SPIDER-MAN* APPEARS TO WANT HIM STOPPED AS MUCH AS I DO!

PERHAPS THAT KNOWLEDGE CAN BE UTILIZED.

BUT HOW?

WHY, IT'S SIMPLICITY ITSELF, MY BOY. ALL WE NEED DO--

--IS PUT SPIDER-MAN ON THE *PAYROLL*!

NEXT:
A NEW JOB!

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VENOM LIVES!

The AMAZING SPIDER-MAN®

MISS ME?

BUT FIRST SPIDEY'S GOT TO SURVIVE THE ASSAULT OF THE DEATH-DEALER FROM DOWN-UNDER...

BOOMERANG

JEF JASEN + P. Emberlin -90

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

IF IT ISN'T ONE THING, IT'S ANOTHER. JUST ASK THE WHITE COLLAR VIGILANTE CALLED CARDIAC.

HE'D COME TO THE OFFICES OF SAPIRDYNE CHEMICALS LOOKING FOR INFORMATION, ONLY TO FIND A TITANIUM-STEEL VAULT STANDING BETWEEN HIM AND HIS GOAL. FORTUNATELY, HOWEVER--

-- A BETA-POWERED PULSE STAFF MAKES A DANDY LITTLE PROBLEM SOLVER!

GUN FROM THE HEART!

DAVID MICHELINIE — WRITER
MARK BAGLEY — GUEST PENCILER
RANDY EMBERLIN — INKER
RICK PARKER — LETTERER
BOB SHAREN — COLORS
JIM SALICRUP — EDITOR
TOM DEFALCO — EDITOR IN CHIEF

C-CALM DOWN, GIRL! REMEMBER, YOU'RE AN *EXECUTIVE* NOW!

YOU'VE GOT STOCK OPTIONS, AN OFFICE WITH A WINDOW--

-- A COSTUMED MEATBALL BLOWING UP YOUR SAFE? *eep*

WHERE ARE THEY? THE *COMPUTER RECORDS!*

THESE ARE NOTHING BUT *REQUISITION FORMS!*

M-MR. SAPIR REMOVED ALL VITAL DOCUMENTS THIS MORNING!

I-I DON'T KNOW WHY!

I DO! MY PREVIOUS ATTACKS ON HIS HOLDINGS MUST HAVE HINTED THAT *THIS* WOULD BE MY NEXT TARGET!

YOU'RE THE TARGET NOW, BUSTER! *FREEZE!*

DON'T WANT TO HURT ANYONE! NEED TO CHANNEL JUST ENOUGH ENERGY THROUGH MY STAFF!

-- TO *DISCOURAGE* THEM!

WHEW

THBAMB

HE GOT MANUEL! THE ROTTEN SONOVA--!

KRAK KRAK

NO GOOD!

HAVE TO GET WHAT I'M AFTER--

CHP

GHEE

---SOME OTHER WAY!

KA-REESH

HOLY--! HE HIT THAT ROOF WITHOUT EVEN A *BOUNCE!*

WHAT'S THAT GUY *MADE* OF?!?

HAVE TO HURRY, CHANGE TO MY "WHITES"! POLICE WON'T SUSPECT AN *AMBULANCE* RUSHING AWAY FROM A CRIME SCENE!

SOMETIMES THERE ARE ANCILLARY ADVANTAGES--

AMBULANCE

--TO OWNING YOUR OWN *HOSPITAL!*

BUT WITH SAPIRDYNE GETTING CAUTIOUS, STOPPING THEIR "LEGAL" TRANSGRESSIONS WILL BE EVEN MORE DIFFICULT!

IT'S TIME I PULLED BACK, THOUGHT ABOUT WHAT TO DO *NEXT*!

WEEOOWEEOOWEE

OSIE'S

A PROCESS CURRENTLY SHARED, HIGH OVER THE BOROUGH OF QUEENS, BY AMERICA'S FAVORITE WALL-CRAWLING WONDER:

MAYBE I SHOULD PUT AN AD IN THE PAPER: "CARDIAC, COME HOME! ALL ISN'T FORGIVEN!"

Sheesh

the AMAZING SPIDER-MAN

THIS GUY POPS UP OUT OF NOWHERE AND STARTS HASSLING A CHEMICAL COMPANY FOR SHIPPING *CATALYSTS* TO SOUTH AMERICA!

MATERIALS NECESSARY FOR PROCESSING ILLICIT *DRUGS*! TROUBLE IS, SINCE THEY'RE DECLARED AS BEING FOR "AGRICULTURAL PURPOSES ONLY"--

--THE SHIPMENTS ARE PERFECTLY LEGITIMATE!

CARDIAC'S INTENTIONS MAY BE NOBLE--

--BUT I'VE STILL GOT TO STOP HIM! ONLY...

...HOW DO I FIND HIM?

MASKED BROW FURROWED, SPIDER-MAN SWINGS EAST--

--TOWARDS THE QUIET SUBURB OF FOREST HILLS, WHERE BUDDING ACTRESS MARY JANE WATSON-PARKER DEALS WITH WORRIES OF HER OWN.

HE'LL BE LATE.

I KNOW HE WILL!

TAXI

HE'S OFF PLAYING HERO, PROBABLY RISKING HIS LIFE TO--⇒sigh⇐ EASE-UP, M.J., YOU KNEW WHAT YOU WERE GETTING INTO WHEN YOU SAID "I DO."

JUST APOLOGIZE TO AUNT MAY, AND HOPE THAT--

FLOWERS FOR THE FLOWER OF MY LIFE!

OH, PETER! YOU SHOULDN'T HAVE!

SOMEONE MIGHT SEE YOU! BESIDES--

--THOSE ARE WEEDS!

MY SPIDER-SENSE WOULD WARN ME IF ANYONE WAS LOOKING!

AND IF I SAID "WEEDS FOR THE WEED OF MY LIFE," YOU'D GIVE ME SUCH A SLAP--!

NONETHELESS, ONE COSTUME-CHANGE-HIDDEN-BY-BUSHES LATER...

IS THIS THE HOME OF MAY PARKER, QUEENS' FAVORITE PARTY ANIMAL?

OH, PETER! COME INSIDE, CHILDREN!

WILLIE AND I HAVE BEEN WAITING FOR YOU.

HI, MR. LUMPKIN!

H'LO, YOU TWO!

LUNCH IS ALMOST READY. WILL YOU HELP ME SERVE, MARY JANE?

OF COURSE!

WELL, er, H-HOW'S THE OL' LETTER-CARRYING GAME, WILLIE?

HEARD ANY GOOD CLIFF CLAVEN JOKES?

MUST GET HAIRY THESE DAYS, WHAT WITH SNOW AND HAIL AND--

RELAX, PETER!

I WON'T BITE!

I KNOW MAY'S HAD IT ROUGH, LOSING *BEN PARKER* WHEN YOU WERE A CHILD--

--AND HAVING HER FIANCE, *NATHAN*, PASS ON JUST RECENTLY. BUT I WANT TO ASSURE YOU--

THAT YOUR *INTENTIONS* ARE HONORABLE?

NO, SON. THAT I WON'T BREAK THAT SWEET LADY'S HEART.

OH, I, uh, I-I...

THANKS, WILLIE. I GUESS I DO WORRY TOO MUCH. I'M SORRY.

YOU LOVE HER. THAT'S NOTHING TO APOLOGIZE FOR.

LET'S EAT, eh?

INTERLUDE: THE ICE-CLOGGED VASTNESS OF THE ARCTIC OCEAN.

ISN'T IT A BIT *WARM*, IN HERE?

HAVE YOU CHECKED THE THERMOSTAT, PHILLIP?

YES, MR. *HAMMER*. IT'S AT THE PRECISE TEMPERATURE YOU REQUESTED.

BLAST! I SUPPOSE IT'S ME, THEN. I JUST CAN'T ENJOY MY VACATION RETREAT WITH THAT *CARDIAC* FELLOW ON MY MIND!

SAPIRDYNE IS ONE OF MY MORE *PROFITABLE* HOLDINGS, AND THESE RECENT ATTACKS HAVE BEEN FAR TOO COSTLY.

I SUPPOSE WE'LL HAVE TO TAKE THINGS A STEP FURTHER.

BRING ME THE FOREIGN EMBASSY DIRECTORY FOR NEW YORK CITY, WOULD YOU, PHILLIP? AND THE TELEPHONE NUMBER FOR CNN NEWS.

OH, AND OUR FILE OF CURRENT COSTUMED OPERATIVES AS WELL.

THE "B" ENTRY!

TWO DAYS LATER.

EMPIRE STATE UNIVERSITY.

NO WORD ON CARDIAC. AND I'M ALMOST GLAD!

I'VE LET MY *STUDIES* SLIP, AND-- HUH?

AW, NO!

SILVER SABLE?? THIS IS A COMPLICATION I DON'T NEED!

SPIDER-MAN, CONTACT ME!

SABLE CAN BE A SILVER-MANED *MULE* SOMETIMES!

SHE'LL PUT ADS ON T.V., RADIO, *EVERYWHERE*, UNTIL SHE GETS WHAT SHE'S AFTER!

NUTS. GUESS I'D BETTER GET THIS OVER WITH...!

AND SO, AT THE SYMKARIAN EMBASSY IN MANHATTAN...

SPIDER-MAN, THIS IS HERSCHEL SAPIR, HEAD OF SAPIRDYNE CHEMICALS.

KNOWING HOW YOU'VE WORKED FOR ME IN THE PAST, HE COMMISSIONED ME TO MAKE CONTACT-- SO HE COULD HIRE YOU.

RUNNING AN EMPLOYMENT SERVICE NOW, SILVER? THAT'S QUITE A STEP DOWN!

SILVER SABLE INTERNATIONAL IS THE CORNERSTONE OF SYMKARIA'S ECONOMY. FOR MY COUNTRY... I DO WHAT I MUST.

IT'S LIKE THIS, MR., UH, MAN. WE SHARE A COMMON INTEREST IN THE TERRORIST CALLED CARDIAC.

--I'D LIKE YOU TO NEUTRALIZE HIM--

A MOMENT OF TENSE SILENCE. THEN...

AND I MAY HAVE A WAY OF LURING HIM INTO THE OPEN! ONCE THAT'S DONE--

--FOR FIVE THOUSAND DOLLARS.

DONE.

AFTER WHICH...

I DON'T TRUST SAPIR. THERE'S SOMEONE *BEHIND* HIM, SOMEONE POWERFUL ENOUGH TO HAVE THE *RHINO* ON HIS SIDE!*

BUT I'VE BEEN TRYING TO FIND CARDIAC, MYSELF, AND IF SAPIRDYNE WANTS TO PROVIDE THAT SERVICE--

--I'LL BE HAPPY TO TAKE THEIR MONEY!

*SEE LAST ISSUE. --J.S.

SUNSET.

THE MIDTOWN MONOLITH DUBBED WIRTHAM TOWER.

WHERE DR. ELIAS WIRTHAM THINKS THOUGHTS OF JUSTICE.

UNTIL...

BEEP BEEP

=CLICK=

AH. AUTOMATIC MEDIA SCAN, SET TO RESPOND TO KEY WORDS--

--LIKE "CHEMICALS," "SAPIRDYNE," etc. LET'S SEE WHAT TRIGGERED IT!

-- WILL SHIP THEIR LARGEST CONSIGNMENT OF CHEMICALS TO DATE THIS EVENING, ABOARD THE S.S. PALERMO.

CNN

DESPITE PUBLIC PROTESTS AND PENDING LEGISLATION, SAPIRDYNE INSISTS THAT THEIR ACTIVITIES ARE PERFECTLY LEGAL.

AND THEY'LL STAY LEGAL, CURSE THEM ALL!

AS LONG AS THEY'RE PROFITABLE ENOUGH TO--

--> ungk < PAIN!

N-NOT... NOW!

FINGERPRINT LOCK... ANOTHER "BORROW" FROM MY FRIEND, TONY STARK! GET TO... PRIVATE ELEVATOR!

IN SECONDS, THE WINCING PHYSICIAN IS WHISKED TO THE TOWER'S THIRTEENTH FLOOR-- OSTENSIBLY, A STORAGE FACILITY.

ACTUALLY, A SHIELDED AND SECURED, HIGHLY SOPHISTICATED LABORATORY!

NOT TOO BAD, THIS TIME!

P-PROBABLY... JUST A GLITCH!

I'LL ACCESS THE AUTOMATED MAINTENANCE PROGRAM!

WHRRR

KEY IN SUPPORT CIRCUITS!

GOOD. DISCOMFORT EASING.

SIGNS STABILIZING! THE SCIENCE BEHIND MY ARTIFICIAL HEART, AND MY POWERS--

--THE BETA TECHNOLOGY THAT KEEPS ME ALIVE--

HUH?

--STILL HAS SOME BUGS! BUT I'LL MAKE IT WORK!

I'LL MAKE RIGHT WHAT THE WORLD DID TO YOU, JOSH.

I'LL KEEP MY PROMISE...!

EVENING: AS DUTIFUL TUGBOATS HELP THE S.S.PALERMO STEER A TRUE COURSE OUT OF NEW YORK HARBOR.

WHILE PERCHED ON THE SPAR OF A LOADING CRANE--

-- A DUTIFUL HERO AWAITS HIS CHANCE AT TRUTH.

IF WE'RE JUST BAIT, HOW COME WE'RE HAULIN' REAL CHEMICALS?

CARDIAC'S SMART. MIGHT SMELL A TRICK. BUT DON'T WORRY, SPIDER-MAN'S HERE TO TAKE CARE OF HIM.

RIGHT YA ARE, MATE!

AN' I'M HERE TO TAKE CARE O' SPIDER-MAN.!

EXACTLY WHAT THE GENTLEMAN WITH THE AUSTRALIAN ACCENT MEANS WE'LL FIND OUT--

--AFTER A SHORT SIDE TRIP TO THE RYKER'S ISLAND PRISON COMPLEX!

CUT OUT THE CLAPPIN' BROCK!

I CAN'T APPRECIATE THE DELICATE SUBTLETIES--

--O' THIS NEW MOTLEY CRUE TAPE!

SOUND MIND, SOUND BODY, CLETUS!

PAK

SOMETHING YOU COULDN'T COMPREHEND IN YOUR WILDEST DREAMS!

THAT DOES IT! I'M ALREADY SERVIN' ELEVEN CONSECUTIVE LIFE TERMS!

MIGHT AS WELL MAKE IT AN EVEN DOZEN!

EH? TH-THE NIGHT! IT'S--

--ALIVE!

ALIVE?

ALIVE!?!

ALLLLLLLLLIVE!

S-S-SWEET MOTHER OF GOD! WHAT THE B-BLAZES--?!?

AND FREE!

BRASH

S-S-STEADY, MAN! WH-WHATEVER IT WAS, IT...

...I-IT'S OVER!

NO, CLETUS KASADY.

PLIP

IT'S NOT.

BUT THEN AGAIN, NEITHER IS THIS!

WE'VE REACHED OPEN WATER! TUGS PULLING AWAY!

BETTER MAKE SURE IT'S WITHOUT ME!

HE'S HERE!

ABANDON SHIP!

NOW!

YOU HEARD THE MAN! GET MOVIN'!

JUST LIKE WE PRACTICED!

HAUL BUNS, BUDDY! THIS IS THE LAST BOAT!

BEST GO ON WITHOUT ME, MATE!

I AIN'T QUITE DONE HERE YET!

SO FOUL, SO OPPRESSIVE, THE WEIGHT OF THE *PAIN* THESE BARRELS COULD BRING!

I JUST THANK PROVIDENCE THAT *I'M* HERE TO--

DON'T DO IT!

YOU?

AGAIN?

HAVE YOU NO SENSE OF *JUSTICE?*

SURE I DO! RIGHT NEXT TO MY SENSE OF *LAW!*

--BUT YOU DON'T *BREAK* THEM!

NO? AND HOW MANY MUST *DIE* BEFORE THOSE CHANGES ARE MADE?

YOU REMEMBER "LAW," DON'T YOU? THE RULES THAT KEEP *ORDER?*

THEY MAY NEED *CHANGING* NOW AND THEN--

THWAMP

YOWP!

YOU MEAN, BESIDES *ME?*

AKK

TALK ABOUT CARRYING A BIG STICK!

BETTER DISARM HIM! THEN--

THWIPP

BLAST! TOO STRONG, NOT LETTING GO!

ALL I'VE DONE--

"--IS GIVE HIM A RIDE TOPSIDE!"

BUT HE TOOK A MAJOR HIT!

SHOULD BE TOO STUNNED TO--

THA-BAM

I HATE WHEN I'M WRONG...!

" LET 'EM FIGHT IT THROUGH," HAMMER SAYS!

" THEN FINISH OFF THE ONE WHAT'S LEFT!"

FEH! THEY'VE ALREADY WORE EACH OTHER OUT! AN' THIS WAY--

-- I CAN ADD TWO NOTCHES TO MY REPUTATION!

SPIDER-SENSE! WHAT--?

WHEEEEK

BOOMERANG??

NO!

CHANK

KNIFE-EDGED RAZORANG!

THE GUY WHO THREW IT--

SSSSSS

" -- IS BOOMERANG!"

EARS! F-FEEL LIKE THEY'RE SPLITTING OPEN!

A DISRUPTERANG FER YOU, MATE! TO STIFLE THEM FANCY WEAPONS!

HEADACHE... W-WON'T QUIT! BUT CARDIAC...

...CLUTCHING HIS CHEST?

BETTER SAVE THAT PUZZLE--

--UNTIL AFTER I'VE DEALT WITH BOOMERANG!

THWIPP

BOOT-JET JAMMED? SPINNIN' ME OUT O'--

SPATCH

"--CONTROL!"

PUSH

NOW TO-- eh? WHATEVER WAS AILING CARDIAC, HE SEEMS TO HAVE *RECUPERATED* PRETTY FAST!

GOT TO FIND HIM BEFORE--

AH, JEEZ!

CARDIAC!

NO!

YESSSS.

THRRRAK

CHOOSH

HAPPY NOW? WELL, ARE YOU?

"SATISFIED" WOULD BE MORE ACCURATE. SAPIRDYNE HAS BEEN BROKEN!

PIP PIP PIP

INVESTOR CONFIDENCE WAS ALREADY LOW, AND THE SINKING OF THIS VESSEL--

--WILL BE A LOSS FROM WHICH THEY CAN'T POSSIBLY RECOVER!

I'M SORRY WE'RE AT ODDS, SPIDER-MAN. IT WOULD DO MY HEART GOOD--

-- TO JOIN YOU ON THE POLICE LAUNCH BACK TO MANHATTAN.

BUT FOR NOW I MUST MAKE MY OWN--

CLEK

CLEK

--FAREWELL!

BETTER NAIL HIM WITH A SPIDER TRACER, SO I CAN FIND HIM LATER AND--

SPING

--MISSED!

MUST BE THE LISTING SHIP! OR MAYBE I'M STILL SHAKY FROM THAT SCREAMERANG! OR MAYBE...

...THERE'S A PART OF ME THAT DOESN'T WANT TO CATCH HIM?

SOMETHING TO THINK ABOUT, EH, WALL-CRAWLER?

WELL, HERE'S SOMETHING ELSE!

HOW YOU SURVIVED ISN'T IMPORTANT!

THAT YOU SURVIVED IS! FOR AGAIN, WE ARE ONE! THE ONE CALLED--

VENOM

AND VENOM WANTS TO PLAY!

NEXT ISSUE: TAG--YOU'RE DEAD!

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ERIK LARSEN + R. Emberlin '90

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNIDI ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

THEY SAY NEW YORK NEVER SLEEPS.

PHOOEY.

ON A SUNDAY NIGHT, THE CITY PRACTICALLY SNORES!

EVEN THE OFFICES OF THE USUALLY-BUSTLING DAILY GLOBE SEEM DESERTED.

WHICH IS EXACTLY HOW SLY FENSTER LIKES IT.

WITH ONLY A SKELETON CREW ON DUTY, THERE'S LESS CHANCE OF BEING DISTURBED.

OR CAUGHT.

YOU SEE, SLY'S BEEN TAPPING OTHER REPORTERS' DATABASES, PULLING CONFIDENTIAL FILES, PRIVATE INFO AND NOT-FOR-PRINT REVELATIONS BY ACTORS, POLITICIANS AND THE LIKE.

THE CASH PAID BY SUPERMARKET TABLOIDS FOR THESE SCOOPS MAKES LIFE EASIER, THOUGH IT DOESN'T MAKE A LOT OF FRIENDS.

BUT, HEY-- WHO NEEDS FRIENDS? RIGHT, SLY?

ESPECIALLY--

--WITH ENEMIES LIKE THIS?!

GASP

ELLIPTICAL PURSUIT!

YOU KNOW, SLY... I NEVER *DID* LIKE YOU!

DAVID MICHELINIE
writer
ERIK LARSEN
penciler
RANDY EMBERLIN
inker
RICK PARKER
letterer
BOB SHAREN
colorist
DANNY FINGEROTH
editor
TOM DEFALCO
editor in chief

NO! P-P- PLEASE--!

THE FOURTH ESTATE IS A NOBLE INSTITUTION! ONE I *REVERED* WHEN I WAS WITH *THE GLOBE*!

I ALWAYS SUSPECTED YOU DIDN'T *SHARE* THAT REVERENCE, SLY!

BUT RIGHT NOW, WE HAVE MORE *IMPORTANT* MATTERS TO TEND TO!

PLIP

⩥GLMF⩤

WHEN I WAS IN PRISON, I READ OF *EXPERIMENTS* THAT MIGHT AID OUR QUEST FOR JUSTICE!

⩥CHGK⩤

BUT THERE ARE *DETAILS* WE MUST HAVE IN ORDER TO--

⩥RLNK⩤

-- AH. THIS IS *PRECISELY* WHAT WE NEED!

NOW, SLY, FOR YOUR--

-- PUNISHMENT? OH, DEAR. HE APPEARS TO HAVE SUFFOCATED.

WE'RE SO SORRY.

YOU WERE A WORM, SLY, BUT THERE'S NO GLORY IN YOUR PASSING.

NO, NOT LIKE THERE WILL BE...

... WHEN WE KILL *SPIDER-MAN*!

GRAND CENTRAL STATION: WHERE A SOMEWHAT GENTLER CONFLICT IS PLAYED OUT...

TRY TO UNDERSTAND, MARY JANE--IT'S FOR THE *BEST*.!

SENDING ME TO VISIT MY SISTER, WHEN YOU COULD BE *KILLED* AT ANY MINUTE?

THAT'S NOT THE BEST OF *ANYTHING*!

IT IS! IT'S THAT BABE ON TV!

I'LL BET SHE WANTS ME...!

LOOK, WHEN *EDDIE BROCK* BROKE OUT OF PRISON, I CALLED THE FANTASTIC FOUR!

THEY SAID THE "DEAD" ALIEN COSTUME HAD ESCAPED, TOO! THAT MEANS *VENOM* IS BACK!

AND HE'LL BE COMING AFTER ME, MJ.

AFTER *SPIDER-MAN*!

BUT, I THOUGHT WE WERE *PARTNERS*...!

WE ARE! BUT EVEN WITH VENOM'S TWISTED SENSE OF ETHICS, HOW HE SAYS HE WON'T HARM "INNOCENTS"--

AND I CAN'T WATCH MY *BACK* IF I'M WATCHING OUT FOR *YOU*!

PLEASE, SWEETHEART?

OH... ALL RIGHT.

BUT I HATE IT.

SO DO I.

"HOW TO CREATE A HAPPY MARRIAGE," BY PETER PARKER. CHAPTER ONE:

DON'T DO THIS!

--HE'S STILL A *MADMAN*! HE MIGHT USE YOU TO GET AT ME!

STILL, A BIT LATER, IN SOHO...

HNH? OH, GREAT. GOT LOST IN THOUGHT.

WALKED *HOME* OUT OF HABIT!

CAN'T STAY HERE! IT'S THE FIRST PLACE VENOM WOULD--

A *PESO* FOR YOUR THOUGHTS, KIMO SABE!

HEY, FLASH! 'LO, FELICIA. WHAT'S UP?

NOT THE *TEMPERATURE*, BUDDY! WE'RE GOIN' ICE SKATIN'! HOW 'BOUT COMIN' ALONG?

CAN'T PUT *FRIENDS* IN DANGER!

GEE, GUYS, I'M AFRAID I HAVE TO DO SOME WORK OVER AT THE UNIVERSITY!

ARE YOU *SURE* I CAN'T HELP?

THANKS, 'LICIA, BUT THIS IS SOMETHING *I* HAVE TO HANDLE.

SHE KNOWS.

FELICIA WAS THE *BLACK CAT.* SHE UNDERSTANDS VENOM.

BUT EVEN BEFORE SHE LOST HER POWERS, * SHE WOULDN'T HAVE STOOD A *CHANCE* AGAINST HIM!

THIS IS MY PROBLEM-- MINE *ALONE.*

EVER SINCE THAT ALIEN SYMBIOTE JOINED WITH EDDIE BROCK TO FORM VENOM, THEY'VE BEEN *ISOLATING* ME.

EDDIE THINKS SPIDER-MAN DESTROYED HIS JOURNALISM CAREER, BY EXPOSING HIS BIGGEST STORY AS A *LIE!*

AND HE'S BLAMED EVERYTHING THAT'S HAPPENED SINCE, INCLUDING THE LOSS OF HIS SANITY, ON *ME!*

BEANS

* *IN AMAZING SPIDER-MAN # 343, -- DANNY*

AND AS FOR THE ALIEN, THAT'S AN EVEN *STRANGER* STORY!

DECAF, PLEASE.

IT WANTED TO MELD WITH ME, BUT I *REJECTED* IT!

SO THE SCORNED SYMBIOTE JOINED WITH EDDIE, SHARING A HATRED THAT MAKES THEM THE MOST DANGEROUS FOE I'VE EVER FACED!

BECAUSE OF THE SYMBIOTE'S ALIEN NATURE, THEY DON'T EVEN TRIGGER MY EARLY WARNING *SPIDER-SENSE!*

PASS THE KETCHUP, PAL?

HM? OH, SURE. HERE YOU--

BROCK!

KRSH

WHATSA MATTUH? JAVA TOO STRONG?

NO! UM, E-EVERY-THING'S FINE!

HERE!

SMART. VERY SMART.

MAYBE I SHOULD CHANGE DA FILTUH...!

LET ME GUESS: YOU'RE WONDERING HOW I GOT HERE. TELL ME, HAVE YOU EVER READ WAR OF THE WORLDS?

UH, S-SURE. IN SCHOOL.

GOOD!

THEN YOU REMEMBER HOW THE ALIEN INVADERS SUCCUMBED TO EARTH'S *DISEASES*. IN A WAY, THE SAME THING HAPPENED TO MY *OTHER*, THE SYMBIOTE.*

THOUGH THE MUTATE, *STYX*, INDUCES RAPIDLY-GROWING *CANCER* IN EARTHLY ORGANISMS, MY OTHER ISN'T *OF* THIS EARTH!

*IN AMAZING SPIDER-MAN #333. --SYMBIOTIC DANNY

YEAH. AND THERE'S ONLY ONE THING TO *DO* ABOUT IT!

THIS WAY.

IT RETREATED INTO A SORT OF *COMATOSE* STATE TO FIGHT THE MALADY WHICH ATTACKED IT. WHEN IT *WON*, IT CAME FOR ME.

YOU *KNOW* WHY.

--COMPLETELY DESERTED!

GIMME YER MONEY! =sniff=

NOW!

OH, SWELL!

JUST TAKE IT EASY! HERE'S MY WALLET!

HE'S GOING TO KILL ME. OR TRY TO, ANYWAY.

BUT AT LEAST I CAN TAKE THE BATTLE TO THIS DESERTED ALLEY, SO NO ONE ELSE WILL GET HURT!

A LOUSY THIRTY BUCKS?! =sniff= I OUGHTA KILL YA FOR THAT!

NO.

PLIP

KRAK

AH, BUT IN NEW YORK, ALLEYWAYS ARE SELDOM--

YOU CAN'T HAVE HIM.

≥GHIK≤

HE'S OURS!

eep!

GHYUUUUUUUUUH...

FAINTED.

FOR THE BEST, I SUPPOSE.

TOO *MANY* LIVES HAVE BEEN LOST. THOUGH NOT THE ONE THAT MOST *DESERVES*--

--eh? GONE.

NO MATTER; WE'RE PATIENT.

AND THERE'S COMFORT IN KNOWING THAT THIS IS, AFTER ALL--

--A *SMALL* WORLD!

SMALL FAVOR #1: VENOM DOESN'T HAVE A SPIDER-SENSE!

I'VE GOT TO FIND SOME WAY TO PUT VENOM OUT OF COMMISSION!

OR HE WOULD'VE KNOWN I WAS UP *HERE*, WAITING TO JUMP BACK IN IF HE TRIED TO *KILL* THAT MUGGER!

BUT THAT DOESN'T CHANGE THE FACT THAT I *RAN* WHILE THE RUNNING WAS *GOOD!* AND THAT MAKES ME FEEL TWO FEET TALL!

MORNING.

HOTEL

~YAWN~ FOR *THIS* I GOT MY THIRTY BUCKS BACK?!

ECON

SURE WISH MY MASTERCARD WASN'T CHARGED TO THE MAX! OH, WELL, IF THE *COCKROACHES* HAVEN'T MADE OFF WITH IT, I SHOULD HAVE SOME *CHANGE* LEFT.

BETTER USE IT TO CHECK MY--

"--MESSAGES!"

BEEP BEEP BEEP

--PROFESSOR SWANN, PETER, AT THE UNIVERSITY.

I'VE RECEIVED A REQUEST FROM MOLEED LABS, IN YONKERS.

THEY'VE HAD A BREAKTHROUGH IN CRYOGENICS, THINK THEY MAY BE ABLE TO SAFELY QUICK-FREEZE A HUMAN BEING!

THEY READ THAT PHYSICS PAPER YOU PUBLISHED AND WOULD LIKE YOUR INPUT. INTERESTED? ≥ beeep ≤

HMMM, EXTRA CREDIT COULDN'T HURT. ANY MORE MESSAGES?

JUST ONE.

HI, PETE. IT'S EDDIE.

HAVE A GOOD NIGHT'S SLEEP?

SKLAK

SONOVA--!

I'VE GOT TO GET THAT-- WAIT! DOC SWANN!

CRYOGENICS!

IF THAT EXPERIMENTAL PROCESS WORKS, I COULD ICE VENOM AND SHIP HIM OFF TO THE ARCTIC, LIKE THEY DID IN THAT MOVIE, THE BLOB!

IT WOULDN'T KILL HIM, BUT IT WOULD STILL GET HIM OUT OF MY HAIR!

SOON...

FEEL BETTER NOW THAT I HAVE A PLAN.

LOOKED UP THAT PHYSICS LAB IN THE PHONE BOOK.

SHORTEST ROUTE IS THROUGH THE BRONX. FUNNY--

--THAT'S WHERE I FIRST MET VENOM.

AND IF THIS CRYOGENIC ANGLE PANS OUT--

--I'LL HAVE TO FIGURE SOME WAY TO FIND HIM AGAIN!

THRAK

TAG!

WAUMP

=NNF=

TAP

YOU'RE IT!

WHOK

SKRRR

EXPERIENCE AND AGILITY WORKED!

BHOT

CAUGHT HIM OFF BALANCE!

GOT HIM RIGHT WHERE I WANT HIM! NOW ALL I HAVE TO DO--

FLASH

OOO, THAT WAS NAUGHTY! SHNORK! WE'RE IMPRESSED!

--IS SURVIVE LONG ENOUGH TO LURE HIM TO YONKERS!

BLAST! HE'S GAINING!

ALL THIS LOOKING OVER MY SHOULDER, TRYING TO KEEP TRACK, IS SLOWING ME DOWN!

BETTER CONCENTRATE ON WHAT'S AHEAD! PICK UP THE PACE BEFORE--

--HNH? SPIDER-SENSE?! BUT VENOM DOESN'T AFFECT IT!

THAT STEEL GIRDER HE JUST THREW DOES, THOUGH!

TWISTING OUT OF ITS WAY MADE ME LET GO OF MY WEBLINE!

OVER THE BRONX ZOO!

IF I CAN ANGLE MYSELF TOWARDS THAT BUILDING--!

SAFE!

SKRAACH

GRRAAR

CAT CAGE SHATTERED! LION'S LOOSE!

THOSE PEOPLE WILL BE *KILLED!*

GRR-rrk

NO.

SPAK

THEY'RE SAFE!

MOMMY? KITTY LOOKS CONFUSED!

MRLF?

NO QUESTION.

I'M GETTING MY BUTT WHIPPED! IF I DON'T TAKE THE OFFENSIVE--

--I WON'T MAKE IT TO YONKERS!

THUS...

DISAPPEARED? OH, GOODY!

WE LOVE HIDE AND SEEK!

AND SHRED!

AND DISMEMBER...!

DISMEMBER THIS, YOU--

FWOK

SPLANG

WE ARE NO LONGER AMUSED...!

YONKERS.

PLACE LOOKS DESERTED!

BUT ACCORDING TO THE ADDRESS--

--THAT'S MOLEED LABS!

JUST HOPE I DIDN'T LOSE VENOM ON THE WAY TO--

--WHAT AM I SAYING?!?

BARAGA!

EVEN WITHOUT MY SPIDER-SENSE--

--I COULD SEE THAT COMING A MILE AWAY!

JUST AS EMPTY INSIDE! WHERE IS EVERYBODY?

MORE IMPORTANTLY, WHERE ARE THE LABS?

WHEW AT LAST!

HEY, BUDDY! WHERE'S THE CRYOGENICS SECTION?

DOWN THERE?

THANKS!

THINK NOTHING OF IT!

PLEASE!

THIS IS THE CRYO-LAB, ALL RIGHT!

AND THERE'S THE CONTROL CENTER! INSTRUMENTS ON THE OUTSIDE MUST BE *AUXILIARY* OR SOMETHING! I'LL JUST--

CONTROL ROOM

--HUH?! NOTHING HERE! JUST BARE WALLS! WHAT THE--

SHLAMP

DANGER: CRYOGENIC CHAMBER

CONTROL ROOM

SURPRISE!

?!

PUZZLED ABOUT WHAT'S GOING ON? YOU SHOULD READ THE NEWSPAPERS!

WE DID!

PLIK

BEING WASHED IN SOME SORT OF ENERGY!

G-GETTING... COLD!

H-HARD... T-TO... M-M-MOVE...!

WE READ THAT THIS INSTALLATION HAD BEEN *SHUT DOWN* DUE TO COST OVERRUNS! IT SHOULD BE BACK ON LINE IN A WEEK!

BUT WE DON'T *NEED* A WEEK!

IS IT BECOMING CLEAR NOW?

WE CONTACTED DR. SWANN!

N...NO!

C...C-CAN'T...

WE KNEW YOU'D TAKE THE BAIT! WHICH IS WHY WE *ALLOWED* YOU TO LURE US--

UHHHHHHH...*

--INTO *OUR* TRAP!

YESTERDAY, WE TOLD THAT MUGGER YOU WERE OURS! NOW...

...YOU ARE!

NEXT: "AT THE MERCY (?) OF.. VENOM!"

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the AMAZING SPIDER-MAN®

ALAS, POOR SPIDER-MAN--

--I KILLED HIM WELL!

ERIK LARSEN + Emberlin '91

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

HE'S COLD. QUIVERING, SHAKING, TEETH-CHATTERING COLD.

WHICH DOESN'T SEEM ALL THAT UNREASONABLE.

SINCE HIS LAST MEMORY IS OF BEING CRYOGENICALLY **QUICK-FROZEN** AT AN EXPERIMENTAL LAB, COURTESY OF **VENOM!**

BUT AS HE SWIMS BACK TO CONSCIOUSNESS THROUGH A CHILL, VISION-BLURRING HAZE, HE HAS ONE QUESTION: IF HE'S SO COLD--

--HOW COME HE'S **SWEATING?**

SUN!

SEARING!

HOT AS AUGUST!

THAWING ME OUT!

AND... WATER? **WAVES?**

HAVE TO CONCENTRATE! **FOCUS!** GET TO MY FEET AND--

--SAND! A BEACH?! THIS CAN'T BE **YONKERS!**

WHERE THE BLAZES **AM I?!**

WHY, YOU'RE IN **PARADISE,** SPIDER-MAN! CAN YOU THINK OF A BETTER PLACE--

DAVID MICHELINIE
WRITER

ERIK LARSEN
PENCILER

RANDY EMBERLIN
INKER

PARKER & COMPANY
LETTERERS

BOB SHAREN
COLORIST

DANNY FINGEROTH
EDITOR

TOM DEFALCO
EDITOR IN CHIEF

...TO DIE?

THE BONEYARD HOP!

PARADISE IS *PERFECT*, ISN'T IT?

AND SO IS THIS *ISLAND!*

TOO OFTEN, IN THE PAST, OUR CONFRONTATIONS WERE INTERRUPTED BY *OUTSIDERS!* INTERLOPERS!

THAT'S WHY, AS *EDDIE BROCK*, WE CHARTERED A PLANE TO BRING YOU HERE! FOR WE HAD PREVIOUSLY USED OUR REPORTER'S SKILLS TO DETERMINE--

--THAT THIS ISLAND IS COMPLETELY DESERTED! IN THE 40's, MINING ACTIVITY BROUGHT COMMERCE AND CIVILIZATION! BUT A *DISASTER* CLOSED THE MINE, AND THE POPULATION DRIFTED OFF!

MAKING THIS AN IDEAL *BATTLEGROUND!*

NO ONE WILL BOTHER US HERE. FOR WHILE WE'RE STILL CLOSE TO SHIPPING LANES, THE LOCALS *SHUN* THIS PLACE. THEY THINK IT'S CURSED. AND FOR YOU, SPIDER-MAN...

...IT *IS!*

THE ONLY CURSE I SEE IS HAVING TO WATCH THAT UGLY *MOUTH* OF YOURS FLAP!

THWIPP

WEBBING WON'T STOP HIM, BUT MAYBE IT'LL BUY SOME TIME! I'M STILL WEAK, FUZZY! HAVE TO GET MYSELF TOGETHER--

-- FAST!

NO FOOLIN'!

SKRRRIP

♪ NOW THIS IS A TALE OF OUR CASTAWAYS, THEY'RE HERE FOR A LONG LONG TIIIIIIME! ♪

=HEH HEH HEH=

JUNGLE? GRAPEVINES? WHAT NEXT?

A CHIMP SIDEKICK?

C'MON, PETER! FREEZING AND RELOCATION WERE TRAUMATIC, BUT YOU'VE GOT TO SNAP OUT OF IT!

REMEMBER HOW THAT ALIEN SYMBIOTE MELDED WITH EDDIE BROCK TO FORM VENOM!

HOW THE ONLY THING EITHER OF THEM REALLY WANTS IS TO MAKE YOU DEAD!

VENOM WAS RIGHT WHEN HE SAID OTHER PEOPLE SHOWING UP HAS SAVED MY BUTT: THE POLICE, STYX AND STONE...!

THEIR INTERVENTION CHANGED THE ODDS IN MY FAVOR!

AND TWO OTHER THINGS TO REMEMBER: VENOM IS INSANE. HIS THOUGHT PROCESSES AREN'T LIKE A NORMAL HUMAN'S! PLUS--

--THIS IS HIS TURF. HE RESEARCHED IT, PROBABLY SCOUTED IT BEFOREHAND. HE COULD BE--

--ANYWHERE?

=GHLK=

PLOOSH

INTERLUDE: PITTSBURGH, WHERE THE SUN ALSO SHINES -- THOUGH NOT IN THE HEART OF MARY JANE WATSON-PARKER.

TOMMY AND KEVIN. SWEETEST NEPHEWS A GAL COULD HAVE. SO CAREFREE.

CAN'T EVEN GUESS THEIR UNCLE PETER MIGHT BE *DYING* AT THIS VERY MOMENT!

I KNOW HE SENT ME HERE SO I'D BE SAFE WHILE HE WENT AFTER *VENOM*.

BUT I CAN'T *STAND* IT MUCH LONGER! NOT KNOWING IF HE'S--

FLUP

HA, HA! AUNT MARY JANE'S ALL WET!

THAT WASN'T *FUNNY*, BLAST IT! I OUGHTA TAN YOUR LITTLE--

G-G-GOSH, AUNT MARY JANE! W-WE'RE *SORRY*!

WHAT AM I DOING? THEY DIDN'T *MEAN* ANY HARM!

GOT TO KEEP IT TOGETHER! BE STRONG!

FOR *PETER!*

LOOK, GUYS, IF YOU'RE GONNA LOB SNOWBALLS, DON'T AIM AT THE *HEAD*, OKAY? SOMEONE COULD GET HURT!

NOW LET'S FINISH *"FROSTY"* AND BREAK FOR SOME COCOA, *HUH?*

ALL RIIIIGHT!

MEANWHILE...

THAT'S A NEW TRICK! BUT I SHOULD HAVE ANTICIPATED IT! THE SYMBIOTE CAN EMULATE CLOTHES, SKIN... WHY NOT *WATER?* =UNF=

BETTER GRAB THAT SUNKEN BRANCH! 'CAUSE IT SEEMS THERE'S ONE *OTHER* THING THAT COSTUME CAN DO THAT I CAN'T!

SPLUNK

BLAPSH

BREATHE UNDER WATER!

=GHASP=

THWIP

MADE IT!

THIS TIME...!

FIRST BLOOD--

--QUITE LITERALLY--

--IS OURS!

YUM!

SSSLURP

ABANDONED VILLAGE! HAS TO BE WHERE THOSE *MINERS* WERE HOUSED BEFORE THE DISASTER!

AND THAT *GRAVEYARD* MUST BE WHERE THEY WERE *BURIED*!

WHERE *I'LL* BE BURIED UNLESS I THINK FAST!

HMM, MY OLD BUDDY, *FLASH THOMPSON*, WAS AN EAGLE SCOUT IN HIGH SCHOOL! WON A LOT OF MERIT BADGES.

HE TRIED TO TEACH ME SOME SCOUTING TRICKS. SURE HOPE I CAN REMEMBER THOSE LESSONS! 'CAUSE THE BADGE *I'M* GOING FOR--

--IS MY *LIFE*!

EVENTUALLY...

ALL SET! NOW I JUST HAVE TO LURE *VENOM* HERE! BUT HOW?

IN THE PAST, HE USUALLY FOUND *ME*! AND-- WAITAMINIT! "USUALLY"?

HE...

...ALWAYS...

...FOUND *ME*!

BROOK!

DOESN'T TRIGGER MY SPIDER-SENSE!

BLENDS IN ANYWHERE!

I DON'T STAND A CHANCE!

YES, I DO!

BUT I HAVE TO *MAKE* THAT CHANCE!

KEEP HIM FOLLOWING ON THE GROUND!

HE'S NOT AS *NIMBLE* AS I AM!

HE WON'T *JUMP* THAT INNOCENT MOUND OF "DIRT"--

--HE'LL STEP RIGHT ON *TOP* OF IT!

SNAP

THONG

?!?

WHICH WILL GIVE ME A CHANCE TO SHOW HIM--

CHRAK

--THE DOOR!

PRATSH

PLIP

NUTS.

MY TURN!

NOT IF I CAN--

=OUCH!=

--HELP IT!

OOO, RUNNING IN TERROR!

NICE STRATEGY!

MOVING TARGETS ARE FUN!

SSSWISH

EEP! BARELY TWISTED OUT OF THE WAY! LOST HOLD OF MY WEBLINE! GOT TO--

--HUH? TRUCK FALLING *INTO* THE GROUND?!

AND IT'S NOT THE **ONLY** ONE!

THIS ISN'T A *HOLE*--IT'S THAT ABANDONED *MINE!*

=K-KOFF!=
=GHAK!=

NOW I KNOW WHAT CAUSED THE *DISASTER* VENOM TALKED ABOUT!

GAS! THIS PLACE IS FULL OF IT!

MUST HAVE EXPLODED, S-STARTED A CAVE-IN! HAVE TO GET OUT OF HERE, OR I'M--

--DEAD!

ANOTHER INTER-LUDE: NEW YORK.

KLAK

LET'S HUSTLE IT, HUH, BABE? WE'LL BE LATE FOR THE CONCERT!

I, UM, I'M NOT FEELING SO HOT, FLASH. MAYBE YOU SHOULD GO ON.

C'MON, FELICIA, IT TOOK ME *WEEKS* TO GET THESE HYPNO-LOVEWHEEL TICKETS!

I DIDN'T SUFFER ALL THAT HASSLE JUST TO GO *STAG!*

THEN DON'T GO AT *ALL*, BLAST IT!

HOWL

CAT

B. KLIBAN

CHRIS VITO

STILL NOT HOME!

OHHH... FLASH DIDN'T *DESERVE* THAT! I'M JUST WORRIED ABOUT PETER TRYING TO SURVIVE VENOM! WITHOUT MY *BLACK CAT* POWERS--

--THERE ISN'T A BLOODY THING I CAN DO TO *HELP* HIM!

GUESS I STILL HAVE FEELINGS FOR HIM, EVEN THOUGH MY MAIN AFFECTIONS BELONG TO--

--FLASH? YEAH. THEY *DO*!

HOLD UP, CHAMP! I'VE CHANGED MY MIND!

ALL RIGHT!

SORRY, SPIDER. I HAVE A LIFE TO LEAD. I GUESS... YOU'RE ON YOUR OWN.

I'M ON MY OWN!

GOT TO GET *MYSELF* OUT OF THIS! SNAG THOSE ROTTED CEILING SUPPORTS, AND INVITE VENOM--

THWIP

--TO COME ON DOWN!

KRRRRRRIK

COAST IS CLEAR!

YECH! SMELLS BAD!

WE DON'T LIKE STINKY PLACES!

JUST FOR THAT--

--WE'RE GOING TO EAT YOUR LUNGS!

BETTER CONSERVE MY WEBBING CARTRIDGES! THERE'S NO WAY TO *REFILL* THEM ONCE THEY'RE--

--EH?

A BOAT! VENOM *SAID* WE WERE CLOSE TO SHIPPING LANES!

ALL I HAVE TO DO IS USE MY *SPIDER-STRENGTH* TO SWIM OUT TO IT AND I'M--

--TRAPPED?!?

BROCK SENT THE SYMBIOTE'S SUBSTANCE *UNDER* THE SAND, LIKE HE DID ON LONG ISLAND!*

WRAPPING AROUND ME--

*IN AMAZING #317. --DANNY

--I CAN REACH HIM SOONER, AND HARDER, THAN HE EXPECTS!"

--PULLING ME *TOWARDS* HIM! BUT... HE'S USED SO MUCH OF THE ALIEN, HIS *HUMAN* SIDE IS VULNERABLE!

MAYBE IF I LATCH ONTO THAT TREE *BEHIND* HIM, GIVE A HARD YANK--

THWIPP

WHOOMF

SH-PAK

OH, GREAT. SUN'S GOING DOWN.

"TWILIGHT IN THE TROPICS!"

WONDER IF I'LL SURVIVE THE NIGHT--!

Final Interlude: FOREST HILLS, QUEENS.

WHAT'S THE MATTER, MAY? SCARED O' THE *NIGHT*?

NO, WILLIE, I'M WORRIED ABOUT *PETER*. HE AND MARY JANE HAVEN'T ANSWERED THEIR PHONE FOR THE *LONGEST* TIME!

NOW YOU JUST STOP FRETTING, SWEETIE. PETE'S A GROWN MAN!

GOT HIS OWN *LIFE* TO LEAD.

AND SO DO YOU! NOW SIT BACK DOWN-- YOU'RE MISSING THE PROGRAM!

I GUESS YOU'RE RIGHT. I DO WORRY TOO MUCH!

I'M SURE PETER'S FINE.

THAT'S MY GAL! NOW SCRUNCH IN CLOSE--

-- THE SHOW'S JUST STARTIN'!

=TSK= HOW DO THOSE FLY GIRLS *MOVE* LIKE THAT?

HAVE TO MOVE CAREFULLY! I'D FEEL BETTER *WEBSWINGING*--

AND I'D BETTER SAVE THEM IN CASE-- HUH? FOOT SINKING INTO THE *GROUND*! WHAT--

AH, GEEZ! SHALLOW GRAVE, F-FILLED WITH ROTTING BONES! JUST WHAT I NEEDED TO KEEP ME CALM!

-- JUNGLE?

-- BUT I'M DOWN TO MY LAST WEBBING CARTRIDGES!

WHAT NEXT? AN EERIE LIGHT OUT IN THE--

EASY, BOY! THIS ISN'T A STEPHEN KING NOVEL!

THAT LIGHT COULD BE YOUR *SALVATION*--!

MIGHT MEAN THERE'S SOMEONE ELSE ON THIS ISLAND BESIDES--

--VENOM.

RIGHT.

LIKE MY LUCK SHOULD *CHANGE!*

EDDIE'S JUST TAKING A BREATHER, WHILE THE ALIEN KEEPS WATCH!

FACE IT, PILGRIM: THEY'RE IMPLACABLE! THERE ISN'T A *THING* THAT WILL KEEP THEM FROM COMING AFTER--

--WAIT! I FORGOT. THERE IS *ONE* THING THAT WILL STOP THEM. THE ONLY THING THEY REALLY WANT:

MY *DEATH!*

AN HOUR PASSES... FILLED WITH PREPARATION... AND FOLLOWED BY--

WHU--?!

THWIP

WALL-CRAWLER KNOWS FIRE *REPELS* YOU!

PROBABLY THINKS TO USE IT *AGAINST* US! THAT WILL BE THE *LAST* THOUGHT HE HAS --

-- BEFORE WE SQUISH HIS *BRAIN* INTO CRIMSON GREASE!

EVERYTHING RIDES ON BROCK'S INSANITY, THE *RAGE* IT PRODUCES!

GOT TO KEEP HIM ANGRY, *RE-ACTING* INSTEAD OF REASONING!

AND JUST HOPE THOSE REACTIONS ARE CONSISTENT WITH HIS *PAST* BEHAVIOR!

LAST OF MY WEBBING! NOT THAT IT MATTERS! 'CAUSE IF THIS DOESN'T WORK--

THWI-WIP

-- I WON'T BE GETTING A *SECOND* CHANCE!

EEYEEGH! STICKY!

HOLDING US BACK!

THAT'S NOT--

SHRIPT

--NICE!

BUT WE DON'T HAVE TO *REACH* YOU TO *SMASH* YOU!

WE CAN STILL SEE THE LIGHT FROM YOUR *TORCH*!

TARGET ENOUGH TO SEND THIS RUSTING VAN--

--*DEAD ON!* WE *HIT* HIM!

TORCH... FALLING TO THE GROUND!

FALLING... *UNDER* THE GROUND?

PABWABOOM

?!?

AHHH, YES!

THE MINE!

THE GAS!

THE... *TORCH*!

HIS GRIN IS GHASTLY, MADE ALL THE MORE SO BY A THICK DROOL OF SATISFACTION.

AN EMOTION THAT SWELLS, EVEN AS, THE NEXT MORNING, THE GAS-FED FLAMES FINALLY FADE.

CHARRED BONES ... SCRAPS OF COSTUME ... A MELTED WEB-SHOOTER?

IT'S TRUE!

SWEET PROVIDENCE, WE DID IT!

ALAS, SPIDER-MAN, BANE OF OUR EXISTENCE...

...YOU'RE DEAD, YOU SON OF A MONKEY!

HA HA HA HA HA HA!

ANOTHER SHIP! 'BOUT TIME! BEEN TREADING WATER FOR HOURS!

TOSSED MY COSTUME AND WEB-SHOOTERS INTO THAT MINE CRATER, THEN WEDGED THE TORCH IN A BRANCH ABOVE IT!

VENOM TOOK THE BAIT, AND THAT VAN I PLANTED! FOR ONCE--

--HIS MADNESS WORKED FOR ME!

THE MADNESS IS OVER, NO LONGER IS THERE A REASON FOR VENOM TO EXIST!

SHALL WE REMAIN HERE, THEN?

WE HAVE FOOD, WATER-- BLESSED PEACE.

WHY NOT STAY? BE HAPPY?

SIGH WHAT A WONDERFUL FEELING IT IS...

"... TO BE FREE!"

NEXT: THE AVENGERS & THE SANDMAN!

MARVEL COMICS

AT LAST! THE AVENGERS AND...

the AMAZING SPIDER-MAN

. . . UNDER THE LEADERSHIP OF. . .

. . . THE SANDMAN ?!

YOU GOTTA READ IT TO BELIEVE IT!

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RIGHTEOUS SAND

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TOM DeFALCO
EDITOR IN CHIEF

IT IS! IT'S HIM!

TOLD YA HE'S BEEN BOARDIN' WITH US!

CAN I HAVE YOUR AUTOGRAPH, SIR?

SURE, KID! UH...

...IS PRINTIN' OKAY?

MR. MANN? I-I MEAN, MR. BAKER?

SORRY. AFTER CALLING YOU "SYLVESTER MANN" FOR SO LONG, IT'S HARD TO THINK OF YOU AS WILLIAM BAKER. OR--

--AS THE SANDMAN! NOT THAT YOU HAVEN'T BEEN A FINE BOARDER! AND THAT MAKES IT EVEN MORE DIFFICULT--

--TO ASK YOU TO LEAVE!

HUH? M-MRS. CASADA, WHY?!

SINCE YOU BECAME AN AVENGER,* YOUR WHEREABOUTS MADE PUBLIC, THE PRESS HAS HOUNDED US EVERY SECOND!

MY CHILDREN DESERVE A NORMAL LIFE! AND SO DO I.

*IN AVENGERS# 329. --DANNY

YEAH. I GUESS YOU DO.

I'LL SEND FOR MY THINGS LATER.

AWRIGHT, YA MEDIA VULTURES! BACK OFF!

OVER HERE!

IS IT TRUE--

CAN YOU TELL US--

SHHHUSH

I SAID BACK!

SPTZ

NO GOOD! I WRECK ONE--

--ANOTHER TAKES ITS PLACE! GOTTA GET--

"--AWAY!"

HE'S SPREADIN' OUT!

FOLLOW THE TRAILS! HE CAN'T SHAKE *ALL* OF US!

ACTUALLY, HE CAN!

HAD TROUBLE FITTIN' IN FOR SOME TIME NOW. CAN'T KEEP A STEADY JOB. LIVIN' ON *PIECE WORK* FROM SILVER SABLE!

AN' NOW I DON'T EVEN HAVE A *HOME!* LEAST I'M STILL AN AVENGER. OKAY, OKAY-- *RESERVE* AVENGER!

BUT AN *AVENGER!*

SOHO.

DON'T I GET ANY RESPECT AROUND HERE? I'M AN AVENGER!

WELL, OKAY, A RESERVE AVENGER!

GOT MY KEYS, PUT THE SALMON OUT TO THAW...

...HNH? OH, SORRY, DARLING! I'M RUNNING A LITTLE LATE!

ANSWERING MACHINE SET...

...GOT A CAT FIGHT TO REHEARSE TODAY!

AND YOU KNOW HOW "SECRET HOSPITAL" FANS LOVE THOSE!

SEE YOU TONIGHT!

KISS-KISS!

SMEK

"KISS-KISS?"

THAT WAS NOT WHAT I NEEDED!

BUT MAYBE--

--THIS IS!

MOMENTS LATER...

NEW YORK: POPULATION: EIGHT MILLION. AND I STILL FEEL ALONE!

IT WAS JUST ME AND VENOM ON THAT ISLAND.*

TO THE DEATH!

INTENSE EXPERIENCE. I ALMOST FEEL LIKE I'M STILL THERE!

*LAST ISSUE.--D.

COMBAT VETS TALK ABOUT "DELAYED STRESS SYNDROME." MAYBE THAT'S IT.

CAN'T SEEM TO LEAVE THIS WAR BEHIND.

MARY JANE WAS ECSTATIC TO HAVE ME BACK, BUT SHE'S GETTING ON WITH HER LIFE.

SOMETHING I CAN'T SEEM TO DO! FEEL ISOLATED. NEED OTHER PEOPLE.

I KNOW! I'LL GO TO THE DAILY BUGLE! I'M ALWAYS WELCOME THERE!

DREAM ON, HERO...!

DAILY

OUTTA MY WAY, PARKER!

B-BUT, JONAH--!

YOU HAVE PICTURES FOR ME?

WELL, UH, NOT EXACTLY..

LATER!

K-KOFF NICE CIGAR...!

AH, A PUBLISHER WITH A HEART.

TOO BAD HE KEEPS IT IN A JAR AT HOME!

PETE?

IF YOU'RE LOOKING TO KILL TIME, I HAD A TIP ON AN ODD SHIPMENT GOING THROUGH THE BROOKLYN RAILYARDS THIS AFTERNOON.

HEY! BEN URICH!

WHAT'S THE STORY?

THERE MAY NOT BE ONE!

BUT I DON'T HAVE TIME TO LOOK INTO IT MYSELF.

MAYBE YOU CAN TAKE SOME PICS, JUST IN CASE WE DECIDE TO RUN SOMETHING ON IT.

OH. THANKS.

I THINK.

BROOKLYN.

I GOT A LITTLE MONEY. MAYBE I CAN FIND A FLOP-HOUSE, AN'--

M- MR. SANDMAN?

EXCUSE ME?

I-I WAS JUST TAKING SOME TRASH OUT BEHIND MY SHOP, A-AND I SAW SOME GUYS IN CAMOUFLAGE LOADING *GUNS* INTO A TRUCK!

SO?

B-BUT, I SAW YOU ON T.V.! I THOUGHT YOU WERE, Y'KNOW, AN *AVENGER* OR SOMETHIN'!

OH, YEAH! HEH-SORRY! I'M KINDA NEW AT THIS!

I'LL LOOK INTO IT RIGHT AWAY!

AND, AT THE ADDRESS PROVIDED BY THE MERCHANT...

I DON'T LIKE THIS. *NUCLEAR WASTE* IS NASTY STUFF!

AT EASE, JEFFRIES! WE WON'T HAVE IT FOR LONG!

SOON AS WE HIJACK THAT SECRET *SHIPMENT* THE GOVERNMENT IS MOVIN' THROUGH THE BROOKLYN TRAINYARDS, WE'LL SELL IT TO THE FIRST PARTY THAT OFFERS A SOLID PRICE!

SOUNDS SORTA LIKE *TERRORISM* TO ME, CHIEF.

WATCH YOUR MOUTH, SIMPSON!

WE'RE JUST *MIDDLE MEN!* IF OUR CUSTOMERS WANT TO CONTAMINATE WATER SUPPLIES, SEND THE STUFF THROUGH THE MAIL, THAT'S UP TO THEM! FOR US--

--IT'S JUST BUSINESS!

BAD BUSINESS! AN' JUST WHAT I NEED TO SHOW I FIT IN!

THIS IS A JOB FOR THE AVENGERS!

EMPIRE STATE UNIVERSITY; MANHATTAN.

MAYBE I SHOULD CALL THE AVENGERS! THEY'D BE COMPANY!

BUT THEY'RE PROBABLY OFF ON A MISSION-- WITH THEIR FULL-TIME MEMBERS! SIGH

GUESS I'D BETTER PUT IN A LITTLE LAB TIME. GET A JUMP ON MY--

--HOMEWORK?

OOPS! SEEMS I'M IN THE WRONG PLACE!

RIGHT PLACE, PETER-- WRONG TIME!

DOCTOR SWANN?

ADMINSTRATION REQUESTED THAT WE TURN THE LAB OVER TO THESE INTERNATIONAL STUDENTS FOR THE DAY.

I TOLD THEM WE WOULDN'T MIND--

--IN THE INTERESTS OF FRIENDLY RELATIONS BETWEEN COUNTRIES!

SWELL. NOW I FEEL LIKE A MAN WITHOUT A COUNTRY!

NO COMFORT AT HOME.

NO TIME AT THE BUGLE.

NO ROOM AT THE INN-- er, LAB!

MAYBE I WILL CHECK OUT BEN URICH'S TIP. MIGHT NOT MAKE FRIENDS, BUT AT LEAST IT'LL MAKE SOME BUCKS!

AGAIN: BROOKLYN...

FIVE BUCKS! GIN-YOO-WINE ROLEX, ONLY FIVE DOLLUHS!

HEY, SHRIMP! GOT A QUARTER?

eep!

T-TAKE ALL YA WANT!

I-I WASN'T GONNA KEEP IT! I-I WAS GONNA GIVE IT TA ORPHANS!

GEEZ, KID, I DON'T WANT YER MONEY!

I JUST WANT YA TO MAKE A PHONE CALL!

BUZZ THE AVENGERS! TELL 'EM SANDMAN SAYS THERE'S AN EMERGENCY AT THE BROOKLYN TRAINYARD! GOT IT?

Y-Y-YOU BET! =ulp=

BUT ONE AVENGER-- WELL, OKAY, RESERVE AVENGER--HAS ALREADY REACHED THAT FATEFUL LOCATION!

MUST BE THE TRAIN BEN WAS TALKING ABOUT!

ARMED SOLDIERS ARE A CLUE EVEN JESSICA FLETCHER COULDN'T MISS!

BUT THEY'RE NOT DOING ANYTHING! SOME INCOME OPPORTUNITY!

KLIK-WHIRR

WAIT! SPIDER-SENSE MILDLY TINGLING! THREAT ISN'T DIRECT--

--BUT IT'S THERE! MAYBE THOSE OTHER TRAINS STARTING TO PULL UP ON EITHER SIDE OF THE GOVERNMENT ONE! OR--

--SOMETHING ELSE?

I'LL BE LUCKY TO SELL THESE SNAPS TO "YAWNS WEEKLY"!

SARGE! TH-THE SANDMAN!

EASY, SON, HE'S PAID HIS DUES.

BUT, UH, KEEP YOUR SAFETY OFF ANYWAY...!

GET THAT ATOMIC STUFF OUTTA HERE! THERE'S GONNA BE A HIJACKIN'!

C-COULD YOU BE MORE SPECIFIC--

--SIR?

WHILE, ABOARD ONE OF THE PARALLEL TRAINS...

COVER'S BLOWN! HIT 'EM!

NOW!

WHRRRR

WHAT THE--?

HOLY--!

WAMP

KLAK

MINI-TANK BLOWIN' SOME KINDA SMOKE! =/ K-KOFF=

NO TIME FOR GAS MASKS!

ME, NEITHER! GOTTA--

"--SPLIT!"

SHRAAF

WEBBING'S POROUS--

PERFECT! I'M RIGHT UNDER THE TANK SPRAYIN' THAT GAS!

NOW--

--UPSY-DAISY!

--BUT SHOULD BLOCK THAT BARREL LONG ENOUGH FOR SOLDIERS TO GET CLEAR!

THWIP

DONF WATER CANNON!

I HATE WATER!

KAWOOZH

RUBBER BULLETS?!

PROBABLY DON'T WANT TO RUPTURE THAT TANK CAR!

TATATOW

BUT SLUGS COULD STILL *HURT* IF THEY CONNECT!

THIS IS DISGUSTIN'!

MAYBE I CAN WRING SOME O' THE WATER OUT BY SQUISHIN' MYSELF DOWN THROUGH THE TANK'S--

"-- HATCH!"

KLONK

WHU--?!

NOW ALL I GOTTA DO IS USE *THIS* TANK AGAINST THE OTHERS, AN'--

-- WHAT AM I SAYIN'?!

OKAY, FELLAS!

I EVEN HAVE TROUBLE WORKIN' A *STICK* SHIFT!

MY TURN!

CHRAK

SPANG

-- SANDMAN! GOING AFTER THE LAST TANK!

BUT WHAT'S THAT STUFF IT'S SHOOTING?

SOME KINDA CABLE, REAL STICKY! LIKE GIANT "SILLY STRING"!

PROBABLY GIVE MOST PEOPLE SOME TROUBLE!

SH-SH-SHSSHHHHH

BWA-

-WRONK

CHOPPER'S "WINGLETS" ARE GIVING IT ENOUGH STABILITY FOR A SAFE CRASH LANDING ON THAT ROOF! BUT WHAT ABOUT--

THAT'S THREE DOWN, AND--

--AW, NO! CHOPPERS MAKING OFF WITH THE TANK CAR! AND THEY'RE ALREADY OUT OF WEB-LINE RANGE!

EASY DOES IT, GENTS! NORTH BY NORTHWEST!

WE GOT IT MADE!

IN POINT OF FACT--

--YOU DON'T!

"THE AVENGERS!

"... AND THERE MUST BE MORE OF THEM IN THE QUINJET!"

=gasp=

SHE-HULK! GET TO THE GROUND! FAST!--

ABORT MISSION! AN' TO BUY US ESCAPE TIME--

I SEE IT, BLACK WIDOW!

FASTEST WAY I KNOW HOW, MON CAPITAINE!

WHSSSS

THOR!

SMASH THE TANK CAR INTO THE NEAREST BUILDING!

CAP--!

GET READY--

"--TO MAKE A FLYING CATCH!"

CH-CHAK

CH-CHANK

FEAR NOT, CAPTAIN AMERICA! WITH THE AID OF MY MIGHTY URU MALLET I SHALL LOWER THE PRIZE SAFELY--

--INTO YON SHE-HULK'S GENTLE GRASP!

GOT IT!

"LOOKS LIKE THESE BOYS DON'T LIKE LOSING! THEY'RE FIRING ROCKETS! QUASAR--!"

KWAM

SKRAM

NO PROBLEM, CAP!

OVER TO YOU, SERS!/

HOW TYPICAL! LEAVE IT TO THE WOMAN TO CLEAN UP!

TH-THE 'COPTERS! T-TURNED TO GLASS!

FORTU-NATELY, THIS WOMAN HAS A TRANS-MUTA-TIONAL BROOM!

"SAFETY GLASS, OF COURSE!

KRAAASH!

"ALL THEY'LL SUFFER WILL BE BRUISES AND ACUTE EMBARRASSMENT!"

AND SOON, AS EXPLANATIONS ARE EXCHANGED IN THE AFTERMATH...

I DONE GOOD, HUH, CAP?

ON A PRACTICAL LEVEL, SANDMAN, YES. BUT TECHNICALLY--

--IT APPEARS THAT YOU MADE A BIT OF AN ERROR!

OUR NEW CHARTER SPECIFICALLY LIMITS US TO GLOBAL THREATS, COSMIC INVASIONS, THAT TYPE OF THING.

AND THIS WAS OBVIOUSLY A *DOMESTIC* SITUATION.

YA MEAN, I SHOULDA *IGNORED* IT? BLOWN IT OFF AS *NOTHIN'*?!

OF COURSE NOT! THE AVENGERS EXIST TO SERVE AND PROTECT!

I'M SURE OUR CHARTER HOLDERS UNDERSTAND EMERGENCIES, BUT WE HAD A ROUGH TIME WITHOUT A CHARTER, AND WE DON'T WANT TO *LOSE* THIS ONE!

THEREFORE, I'M AFRAID I'LL HAVE TO ASK YOU TO--

--STEP DOWN? YER *FIRIN'* ME JUST 'CAUSE I AIN'T MEMORIZED ALL YER LOUSY *RULES*?!

WELL, I'LL TELL YA WHAT YA CAN *DO* WITH YER PRIVATE LITTLE CLUB, BIGSHOT! YA CAN STICK IT WHERE IT WON'T GET *SUNBURNED!*

BUT I WASN'T GOING TO *FIRE* HIM!

I WAS JUST GOING TO ASK HIM TO BE MORE *CAREFUL!*

'CAUSE I DON'T NEED *YOU*, EITHER!

HE'S HOTHEADED, CAP. LET HIM GO.

PERHAPS HE'LL COME TO HIS SENSES...IN TIME.

GREAT. NO HOME, NO JOB... AN' NOW I DON'T EVEN GET NO *SELF-RESPECT!*

WHAT AM I SUPPOSED TO DO, WAIT AROUND FOR SILVER SABLE TO TOSS ME A BONE?

I SWORE I'D GIVE UP CRIME. BUT NOW--

-- THAT MIGHT BE THE ONLY WAY!*

*INTRIGUED? THEN CHECK OUT THIS YEAR'S *AMAZING SPIDER-MAN ANNUAL* --ON SALE IN TWO MONTHS!

AFTERNOON SLINKS SOLEMNLY INTO NIGHT.

AND PETER PARKER SPENDS MOST OF THAT TIME AT THE DAILY BUGLE, PROCESSING PHOTOGRAPHS TAKEN BY HIS AUTOMATIC CAMERA--

--AND PROVIDING DETAILS FOR A TWO-COLUMN LEAD IN THE MORNING EDITION.

SO THAT WHEN HE FINALLY RETURNS TO HIS SOHO LOFT, HE'S DRAINED IN BODY--

--AND IN SPIRIT.

SWELL. MJ'S ASLEEP.

'COURSE, IT'S NOT LIKE I ACTUALLY WANTED *COMPANIONSHIP*! OH, NO! NOT LIKE I SPENT *ALL DAY* TRYING TO BELONG, TO FIT IN!

NOW THE DAY'S OVER. AND ALL I'VE GOT IS ME, MYSELF, AND--

P...ɔngf≤...PETER...?

OOPS!

SORRY, MJ! DIDN'T MEAN TO WAKE--

M...MISSED YOU...

I'M AN *IDIOT*! I'M *NOT* ALONE! AND I NEVER *WILL* BE AS LONG AS MARY JANE LOVES ME!

I'M JUST OUT OF PHASE, THAT'S ALL! NOT LIKE THE *SANDMAN*. ACCORDING TO WHAT HE SAID WHILE WE WERE WAITING FOR THE POLICE, HE'S REALLY GOT IT *BAD*!

I'VE GOT MJ, MY FRIENDS, MY STUDIES. I'VE REALLY GOT A *LOT* GOING FOR ME! MAYBE IT'S JUST TIME--

--I STARTED *APPRECIATING* THAT A LITTLE MORE.

APPRECIATE IT WHILE YOU CAN, Mr. PARKER! BECAUSE AT A TRANS-ATLANTIC DE-BARKATION LANDING ON THE HUDSON RIVER--

--A NEW GAME IS AFOOT!

AH, WHAT BEAUTY! WHAT ELEGANCE!

EIGHT CARATS AT LEAST, NOT INCLUDING GOLD CONTENT!

WHAT A PITY IF SOMETHING UNTOWARD WERE TO--

--BEFALL IT!

WHOOP--!

OH, DEAR! I DON'T KNOW WHAT COULD HAVE MADE ME STUMBLE LIKE THAT! YOU'RE TERRIBLY KIND TO HELP ME!

AND WHAT A GENTLE *TOUCH* YOU HAVE!

MADAME, THE PLEASURE WAS MINE!

NEW YORK HAS NEVER BEEN KIND TO ME. BUT THIS TIME WILL BE DIFFERENT!

THIS TIME MY RETIREMENT ON THE FRENCH RIVIERA IS *ASSURED!*

FOR THE BAUBLE THAT PORTLY WOMAN HASN'T YET MISSED--

-- WILL SOON FINANCE THE MOST DARING *JEWEL HEIST* IN THE HISTORY OF THIS CITY!

NEXT ISSUE: THE BLACK FOX RETURNS! (AND HE'S NOT ALONE!)

MARVEL COMICS®

the AMAZING SPIDER-MAN®

CATCHING THE BLACK FOX™ WAS THE EASY PART, SPIDEY...

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APPROVED BY THE COMICS CODE AUTHORITY

...THIS OTHER GUY WANTS YOU BOTH DEAD!

(YEP, IT'S WHO YOU THINK IT IS.)

EPIK CARSON

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MAN OF STEAL!

THIS IS THE BLACK FOX, ONE OF EUROPE'S MOST NOTORIOUS JEWEL THIEVES. BUT TONIGHT HE'S AFTER A PRIZE MOST NEW YORKERS WOULD CONSIDER FAR MORE PRECIOUS:

AN APARTMENT!

IT'S PERFECT! AND THE PRICE...

...IS SIMPLY A CRIME!

DAVID MICHELINIE WRITER
ERIK LARSEN PENCILER
RANDY EMBERLIN INKER
RICK PARKER LETTERER
BOB SHAREN COLORIST
DANNY FINGEROTH EDITOR
TOM DEFALCO EDITOR IN CHIEF

ALL I NEED DO IS REMOVE A SINGLE PANE--

SKREEEET

--INFUSE A SPECIALIZED *MIST* OF MY OWN CONCOCTION INTO THE ROOM BELOW--

TSSSS

--AND VOILA!

PLAK

ROBERT CHALMERS'S SECURITY RELIES HEAVILY ON MOTION DETECTORS AND INFRARED TRIP BEAMS!

BUT THE PETROLEUM BASE OF THE MIST WILL MASK MOVEMENTS--

--WHILE ITS IRIDESCENT CHEMICALS WILL MAKE "INVISIBLE" BEAMS OBVIOUS EVEN TO *MY* AGING EYES!

ALL OF WHICH WILL ALLOW ME TO REACH THE MASTER CONTROL, TO ATTACH A *MICROVATOR* TO ANALYZE AND DISARM THE SYSTEM COMPLETELY!

NOW, ONE FINAL TOUCH--

To Robert From Your Loving Brother- Raul

--A *SUPERB* LIKENESS, I MUST SAY--

-- AND THIS DELIGHTFUL DWELLING IS PRACTICALLY MINE!

I COULDN'T BE HAPPIER!

YOU POOR, POOR MAN! HOW SAD!

YES, DEAR ROBERT'S ACCIDENT WAS QUITE A SHOCK. HE WAS THE BEST BROTHER A MAN COULD HAVE!

AND A FINE TENANT. HE'LL BE MISSED.

I DON'T WISH TO SEEM RUDE, Mr. CHALMERS, BUT I'M NOT SURE THAT A COPY IS VERIFICATION ENOUGH.

WOULD THE ORIGINAL SUFFICE? AND, PLEASE--

--CALL ME RAUL.

Ah, BUT LIFE GOES ON. AS EXECUTOR OF HIS ESTATE, I'M TO TAKE OVER HIS WORLDLY POSSESSIONS, ACCORDING TO THIS WILL...

SOON...

THE DESK IN THE STUDY?

CENTER DRAWER.

Er, IF I REMEMBER CORRECTLY!

MY, WHAT A FINE *LIKENESS.*

AND HERE'S THE WILL, RIGHT WHERE YOU THOUGHT.

RIGHT WHERE I *PLANTED* IT.

EVERYTHING APPEARS TO BE IN ORDER.

THANKS TO THE BEST FORGER IN LONDON!

I HOPE YOU FORGIVE MY CAUTION. IF THERE'S ANY-THING I OR MY STAFF CAN DO TO MAKE YOUR ORDEAL EASIER...

THANK YOU, MY DEAR.

YOU'VE ALREADY DONE MORE THAN ENOUGH!

Mr. CHALMERS WILL BE CONFUSED--

--WHEN HE RETURNS FROM THAT *SAFARI* I READ ABOUT IN THE *Times*!

BUT ENOUGH BACK-PATTING! NOW THAT I'VE PROVIDED MY-SELF WITH COMFORTABLE QUARTERS, I'D BEST SEE TO--

--THE *REAL* REASON I CAME TO NEW YORK!

SAME CITY.

NEXT MORNING...

CHECKS CASHED

CASH

NO I.D REQUIRED

OPEN 24 HOURS

CASH

GIMME! GIMME IT BACK!

NO WAY! I TOOK IT-- I'M KEEPIN' IT!

WANNA BET?

ZULP!

OH, GOOD! A KNIFE! I SAW "CROCODILE DUNDEE," MYSELF!

HATED IT.

CHLINK..

PLEASE! I-I GOT A SICK MOM!

LEMME GO, WILLYA? I WON'T DO IT AGAIN!

YOU'RE RIGHT.

YOU WON'T!

NUTS. HAPPENED SO FAST, I DIDN'T GET A CHANCE TO SET UP MY *AUTOMATIC CAMERA!*

`LEAST I'VE GOT A PHOTO ASSIGNMENT FOR THE DAILY BUGLE LINED UP.

I'M SUPPOSED TO SHOOT THE UNVEILING OF THE *TRASK DIAMOND!* IT MAY NOT BE EXCITING--

--BUT THRILLS DON'T PAY THE BILLS!

BUT BEFORE THE PHOTO SHOOT, A QUICK STOP...

"...HOME."

MARY JANE?

HOW COME *YOU'RE* HOME?

I BELIEVE THE TECHNICAL TERM IS--

--"SURPRISE"!

YOU HAVEN'T SAID ANYTHING, BUT I KNOW I'VE BEEN A LITTLE NEGLECTFUL LATELY. ESPECIALLY AFTER ALL YOU WENT THROUGH WITH *VENOM* ON THAT ISLAND!*

SO I TOLD THE FOLKS AT THE T.V. STUDIO I WAS HAVING LUNCH AT HOME-- WITH *YOU.*

*IN ISSUE 347. -- Danny

HOW LONG BEFORE YOU HAVE TO GET BACK FOR TAPING?

OH, 20 MINUTES.

MAYBE 30...

KENNEDY AIRPORT.

AIR TRAFFIC CONTROL.

WE CLEAR, SID?

ALL RUNWAYS OPEN. MAN, I *HATE* THESE PRIORITY LANDINGS...

TRAFFIC'S GONNA BE STACKED UP FOR HOURS! I TELL YA--

--ROYALTY CAN BE A REAL PAIN!.

SIDNEY, YOU HAVE NO IDEA...!

WHILE IN MIDTOWN...

AN EXQUISITE COLLECTION, Mr., uh..."CHALMERS" IS IT, THIS TIME?

BRINGS TO MIND A RECENT BREAK-IN AT THE MONACO MUSEUM.

MOST IMPRESSIVE.

E. BRUNNER

=Tut= SECURITY WAS *WOEFULLY* ANTIQUATED!

MUSEUM WAS RAISING FUNDS WITH A SPECIAL DISPLAY.

HEIRLOOMS BORROWED FROM THE ROYAL FAMILIES OF EUROPE! BY THEMSELVES, NOT VALUABLE ENOUGH TO ASSURE MY ULTIMATE GOAL--

-- A PLUSH RETIREMENT ON THE FRENCH RIVIERA!

BUT THEY SHOULD QUITE ADEQUATELY FINANCE A CAPER THAT *WILL* MAKE THAT DREAM A REALITY!

THEN WE'RE AGREED ON PRICE?

I'D PREFER MORE, OF COURSE. BUT WHAT YOU OFFER IS REASONABLE.

ESPECIALLY SINCE IT'S $2,000 HIGHER THAN I'D HOPED!

HA! I WOULD HAVE *DOUBLED* MY PRICE!

AND MY BUYER WOULD HAVE *TRIPLED* IT!

OBVIOUSLY, THE OLD FOOL DIDN'T KNOW WHAT HE REALLY *HAD*!

AH, BUT RAYMOND TRASK KNOWS WHAT HE HAS! AMONG OTHER THINGS: THE SPRAWLING HIGHRISE LIVING/SHOPPING COMPLEX CALLED TRASK CENTER. WHERE, THE NEXT DAY...

REST EASY, FOLKS--

--THE TRASK DIAMOND WILL BE MAKING ITS DEBUT SHORTLY!

WHAT EGO! I HAVEN'T SEEN THE LIKE IN ALL MY YEARS AS FINANCIAL REPORTER FOR THE BUGLE!

I KNOW, KIM. HE BUYS THE FAMOUS "STAR OF ZAIRE," AND THEN RENAMES IT AFTER HIMSELF!

WORSE, HE'S GOING TO LOWER IT FROM THE "HEAVENS", THEN LEAVE IT ON VIEW AS A PUBLICITY GIMMICK!

IN A STATE-OF-THE-ART THEFT-PROOF DISPLAY CASE, NO LESS!

"THEFT-PROOF"? CHECK THIS OUT!

KA-CHOO!

Hnh?

PHUT

MUST BE GETTING TOO OLD FOR SHIT TO BE CRAWLING AROUND IN COLD, DANK AIRSHAFTS!

ESPECIALLY WHEN I HAD TO TARRY TO NEGATE SENSOR TRAPS!

HADN'T PLANNED TO USE MY TRANQUILIZER GUN THIS SOON!

BUT IT SHOULD BE WORTH A SNIFFLE! THERE'S THE DISPLAY CASE!

WITH GUARDS READY TO LOWER IT THROUGH THE ATRIUM!

"I HOPEFULLY, THEY'RE NOT READY FOR ONE OF MY GAS BLASTERS!"

Argh!

K-koff

NOW, PRETTY COME TO ME!

AND WE'LL FIND OUT--

--IF THESE "ACCESSORIES" ARE WORTH THE FENCE MONEY I SPENT ON THEM!

MOMENTS LATER...

HEEERE IT COMES, FOLKS!

THE FABULOUS TRASK DIAMOND!

COURTESY OF RAYMOND TRASK! FOR ALL THE WORLD TO--

CALL THIS IN TO THE BUGLE, KIM! I'LL TRY TO GET SOME DETAILS!

--see?

I-IT'S GONE!

JUST AS SOON AS I CHANGE TO SPIDER-MA--

--HUH? THAT WHITE-HAIRED GUARD SNEAKING OUT IN THE CONFUSION! IT *COULDN'T* BE--!

BUT TO QUOTE A CERTAIN WALL-CRAWLER: "WANNA BET"?

A SEASIDE MANSE? NO, TOO *GAUCHE!*

PERHAPS A MODEST VILLA IN THE HILLS NORTH OF *MARSEILLE*...?

I THOUGHT YOU'D WISED-UP, FOX!

BUT I GUESS IT'LL TAKE SOME *HARD TIME* TO DO THAT!

S-S-SPIDER-MAN! *AGAIN?!?*

D-DO YOU HAVE A FRANCHISE ON EVERY *STREET CORNER?*

SAVE THE PUPPY-EYED PLEAS, FOX! THIS TIME, YOU'RE GOING DOWN!

I...I KNOW I'VE DONE WRONG, YOUNG MAN!

ALL I ASK IS A MOTE OF *COMPASSION!*

THIS WAS TO BE MY FINAL EFFORT--AND IT *WILL* BE, NO MATTER THE OUTCOME!

I'LL *RETURN* THE DIAMOND, GLADLY!

ALL RIGHT!

GIVE ME THE JEWEL.

AND GET OUT OF TOWN.

I MERELY ASK *MY FUTURE* IN RETURN! I'M OLD! CAGED IN A CELL, I'D WITHER AWAY! DIE SLOWLY OF DISEASE, DESICCATION! A SAD *SHELL* OF WHAT I ONCE--

SIR, YOU ARE A SAINT! A PARAGON OF KINDNESS!

A BLITHERING IDIOT! WHY DO I KEEP LETTING THIS GUY *GO*?

SPING

THERE HAS TO BE A *REASON*! BUT UNTIL I FIGURE IT OUT--

--HE'S TAKING A *SPIDER-TRACER* WITH HIM!

THAP

SOON...

I DON'T KNOW HOW TO THANK YOU FOR RETURNING THE TRASK DIAMOND, SPIDER-MAN!

DON'T BOTHER, Mr. TRASK. JUST THANK HIM FOR RETURNING--

--A WORTHLESS PIECE OF *GLASS*!

KREEEH

:sigh:

THERE ARE TIMES I'M *GLAD* I WEAR A MASK...!

EVENING; AN EMBASSY ON THE LOWER EAST SIDE.

BARELY.

OUR FIELD AGENTS SPOTTED THE MAN IN QUESTION, YOUR HIGHNESS! THEY, er, LOST HIM, I'M AFRAID, B-BUT SHOULD RE-ESTABLISH CONTACT IN A MATTER OF HOURS!

ONE HOUR, Mr. BOSCOV, AND I SHALL CONSIDER ANY FAILURE--

--TO BE YOURS AS WELL!

CONTROL FADES.

Mr. BOSCOV QUIVERS LIKE AN ASPIC IN AN EARTHQUAKE.

WHILE AT A FAMILIAR SoHo LOFT...

NOTHING.

OH? YOU'VE BEEN STANDING THERE FOR OVER AN HOUR, I ASK WHAT'S THE MATTER, AND YOU SAY "NOTHING."

KEEP THAT UP, KIDDO, AND YOUR NOSE IS GONNA GROW!

WHERE A REPORTING OFFICIAL STILLS THE FRIGHTENED TREMBLING IN HIS HANDS.

C'MON, PETER. OUT WITH IT!

ALL RIGHT. IT'S.., THE BLACK FOX.

I CAN'T FIGURE WHY I KEEP LETTING HIM GO! I'M NOT A PUSHOVER FOR OTHER CROOKS!

WHY HIM? I'M CONFUSED, ANGRY, I DON'T UNDERSTAND--!

COME TO BED.

MAYBE SOME SLEEP WILL HELP YOU--

NO. I WON'T BE ABLE TO SLEEP.

NOT UNTIL I DO SOMETHING ABOUT WHAT'S TEARING ME APART!

AGAIN AND AGAIN HE CROSSES THE NIGHT-DARK CITYSCAPE--

--FOCUSING FULL CONCENTRATION ON DETECTING THE FAINTEST OF SIGNALS FROM HIS SPIDER TRACER.

SENSES BARE.

SEEKING.

-- FINDING!

-- THAT HE DOESN'T NOTICE THERE ARE OTHER PLAYERS IN THE GAME.

THAT'S HIM! IN THE SPORTS CAR!

STOLEN, NO DOUBT!

AND AT LONG LAST.

SO DELIGHTED WITH SUCCESS IS HE--

A DISCREETLY FOLLOWING LIMOUSINE... WITH DIPLOMATIC TAGS!

AND EVENTUALLY, AT A DESERTED BANKRUPT RESORT ON THE NORTH SHORE OF LONG ISLAND...

CLOSED UNTIL FURTHER NOTICE

RETIREMENT IS BUT A RANSOM AWAY...!

I READ OF YOUR SUCCESS IN THE NEWSPAPERS, Mr. FOX.

MY EMPLOYER WAS WISE IN COMMISSIONING *YOU* TO OBTAIN THE DIAMOND.

AH! *HIROTO* HAS ALREADY ARRIVED!

YOU HAVE THE CASH, MR. HIROTO? USED, UNMARKED BILLS?

EVERYTHING IS IN ORDER, Mr. FOX. AFTER ALL--

--WE ARE BOTH *BUSINESSMEN*, ARE WE NOT?

I DON'T KNOW ABOUT YOU, HIROTO-SAN--

--BUT I WOULDN'T BUY A USED CAR FROM THAT GUY!

NOPE, GUESS NOT! SOUNDS PRETTY HOLLOW TO ME!

THWIP

A NIGHTMARE!

TRYING TO SHOOT SPIDER-MAN?

KRAKOOM

BLAM

I-IT MUST BE!

YOU MUST HAVE ROCKS IN YOUR HEADS!

THWIP

KLONK

MONEY FIRST!

DIAMOND FIRST!

MONEY FIRST!

DIAMOND FIRST!

TASTES GREAT! LESS FILLING!

?!?

THWIP

SHLAK

MONEY MAN'S GETTING AWAY!

THOK

CHUD

THESE GOONS KEPT ME FROM TAGGING THEM BOTH--

OH, NO! THE UPDRAFT FROM THE HELICOPTER--!

AND THE FOX IS TAKING OFF IN THE OPPOSITE DIRECTION!

WHROP

--BUT I CAN STILL FOLLOW THE FOX VIA MY SPIDER TRACER!

B-BE STILL ≥PANT! PUFF!≤ MY BEATING HEART!

Y-YOU'LL GIVE US ≥wheez≤ AWAY!

TOO LATE!

OOO.

NICE TRY, FOX!

BUT NOW I'VE GOT YOU!

AT THE RISK OF SOUNDING CONTRADICTORY, SPIDER-MAN...

WHA--?

...NOW, I'VE GOT HIM!

NEXT ISSUE: HIS ROYAL HIGHNESS, **VICTOR VON DOOM**, MONARCH OF LATVERIA, INVITES YOU TO A SPECTACULAR, GIANT-SIZED **350th** ISSUE! (AND THAT'S AN INVITATION YOU ***DON'T*** WANNA REFUSE!)

MARVEL COMICS®

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GIANT-SIZE 350TH ISSUE!

the AMAZING SPIDER-MAN®

SPIDEY® vs. DOCTOR DOOM™

PLUS: SPIDEY'S REUNION WITH UNCLE BEN! (WHA?!)

PLUS: A GALLERY OF ALL-STAR PIN-UPS!

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

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BUT THE BLACK FOX IS NOTHING! A COMMON CRIMINAL!

L-LISTEN TO THE MAN!

WHAT COULD DOCTOR DOOM, MONARCH OF LATVERIA, POSSIBLY WANT WITH HIM?

I'VE NO INTENTION OF EXPLAINING MYSELF TO COMMONERS! SUFFICE TO SAY--

IT'S PERSONAL!

I'M GONNA REGRET THIS...!

THWIP

=SIGH= SUCH IMPERTINENCE. BUT A BIT OF CURRENT CHANNELED THROUGH MY ARMOR--

--SHOULD REMOVE THE IMPEDING STRAND!

TSSSS

SHUNK

WHILE, AS FOR THE SOURCE OF THAT ANNOYANCE...!

YEP! I REGRET IT!

NOW FOR--

--THE BLACK FOX?

I'M *DEFINITELY* GETTING TOO OLD FOR THIS SORT OF THING!

:PANT: :PUFF:

BUT THERE'S THE EXIT!

:WHEEZ:

P-PERHAPS, WHILE THOSE TWO *KILL* EACH OTHER, I CAN--

BOULDERS? B-BLOCKING THE DOORWAY? WH-WHERE DID THEY COME FROM?!?

FROM DR. DOOM'S *MOLECULAR EXPANDER,* ACTUALLY!

ANY MORE QUESTIONS...?

YOU HAVE SOMETHING THAT BELONGS TO ME! THE *DRAGON'S EGG!*

I WILL HAVE IT *NOW!*

EGGS? N-NEVER TOUCH THEM! T-TOO MUCH *CHOLESTEROL!*

AN OVAL *EMERALD* STOLEN FROM A CHARITY DISPLAY AT THE MONACO MUSEUM! MY SOURCES HAVE DETERMINED THAT *YOU* WERE THE THIEF!

OH! :HEH: TH-TH-*THAT* DRAGON'S EGG!

I-I'M AFRAID =GULP= I ALREADY SOLD IT!

I'M REEEEAL SORRY!

FOR YOUR SAKE, OLD MAN, I HOPE YOU'RE LYING! FOR I'LL HAVE THAT JEWEL--

--OR YOUR HEART IN ITS STEAD!

=HNGF?!=

OBOY.

IF DOOM WAS ANNOYED BEFORE--!

SPLAK

WHY DO I DO IT?

KEEP RISKING MY NECK FOR A CROOK LIKE THE BLACK FOX?

OH, WELL, I'M COMMITTED NOW! BETTER PUT SOME DISTANCE BETWEEN ME AND DOOM! MAYBE THAT'LL KEEP ME ALIVE!

ZZZAT

ZZZAT

ZZZAT

ZZZAT

AND MAYBE NOT!

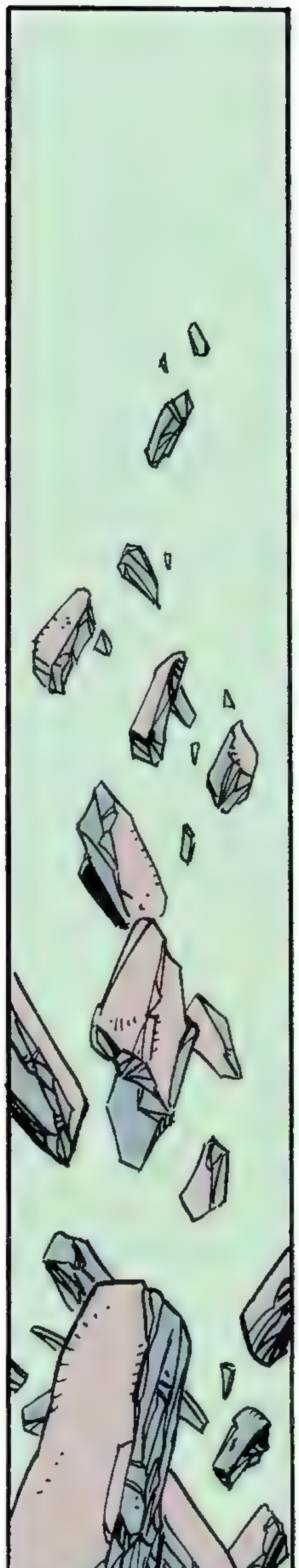
PCHAF

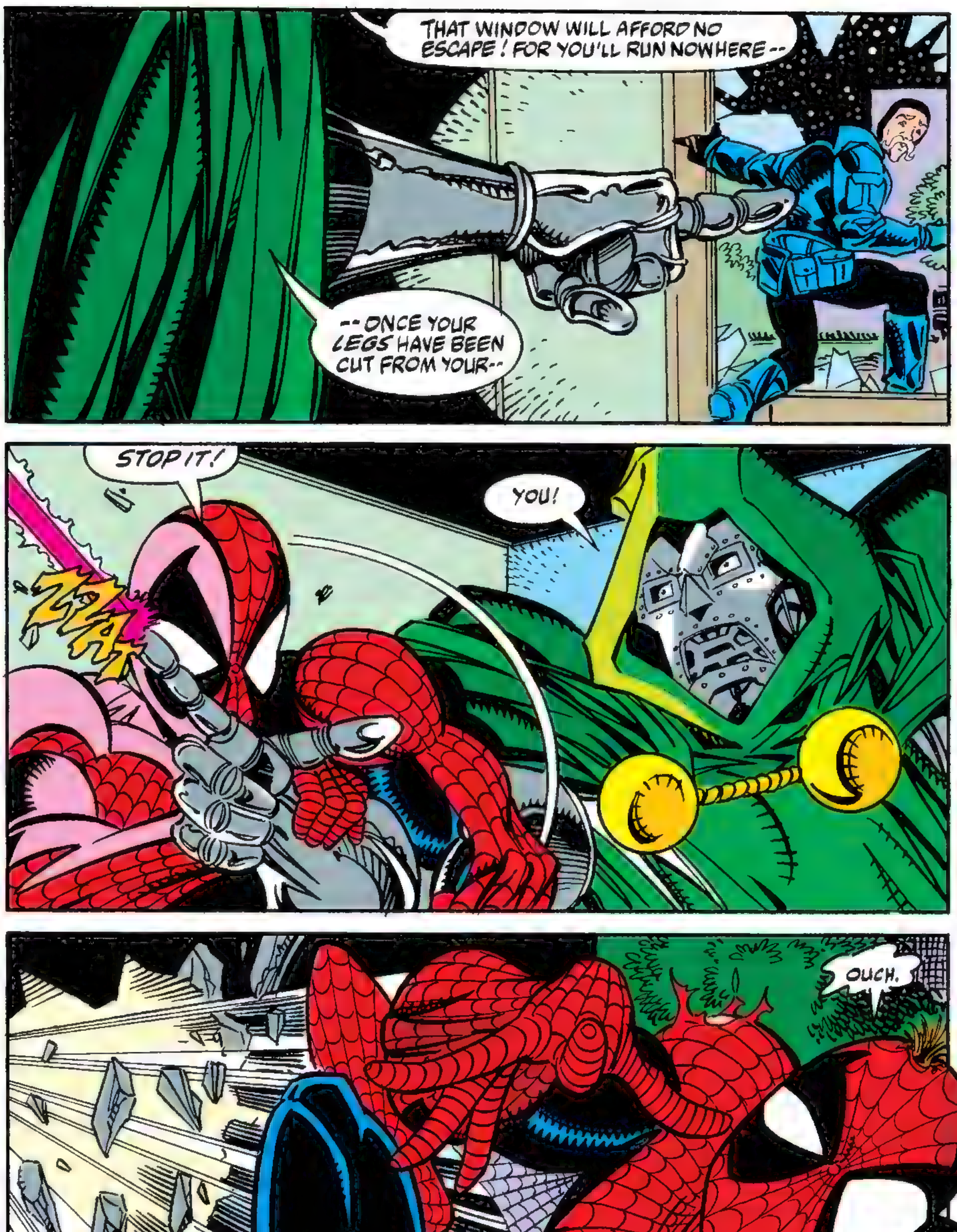
CHICH

SPIDER-SENSE HELPING ME AVOID THE LASER BEAMS--

-- BUT NEAR MISSES ARE CUTTING THE CEILING TO LACE--

-- BRINGING THE ROOF DOWN--

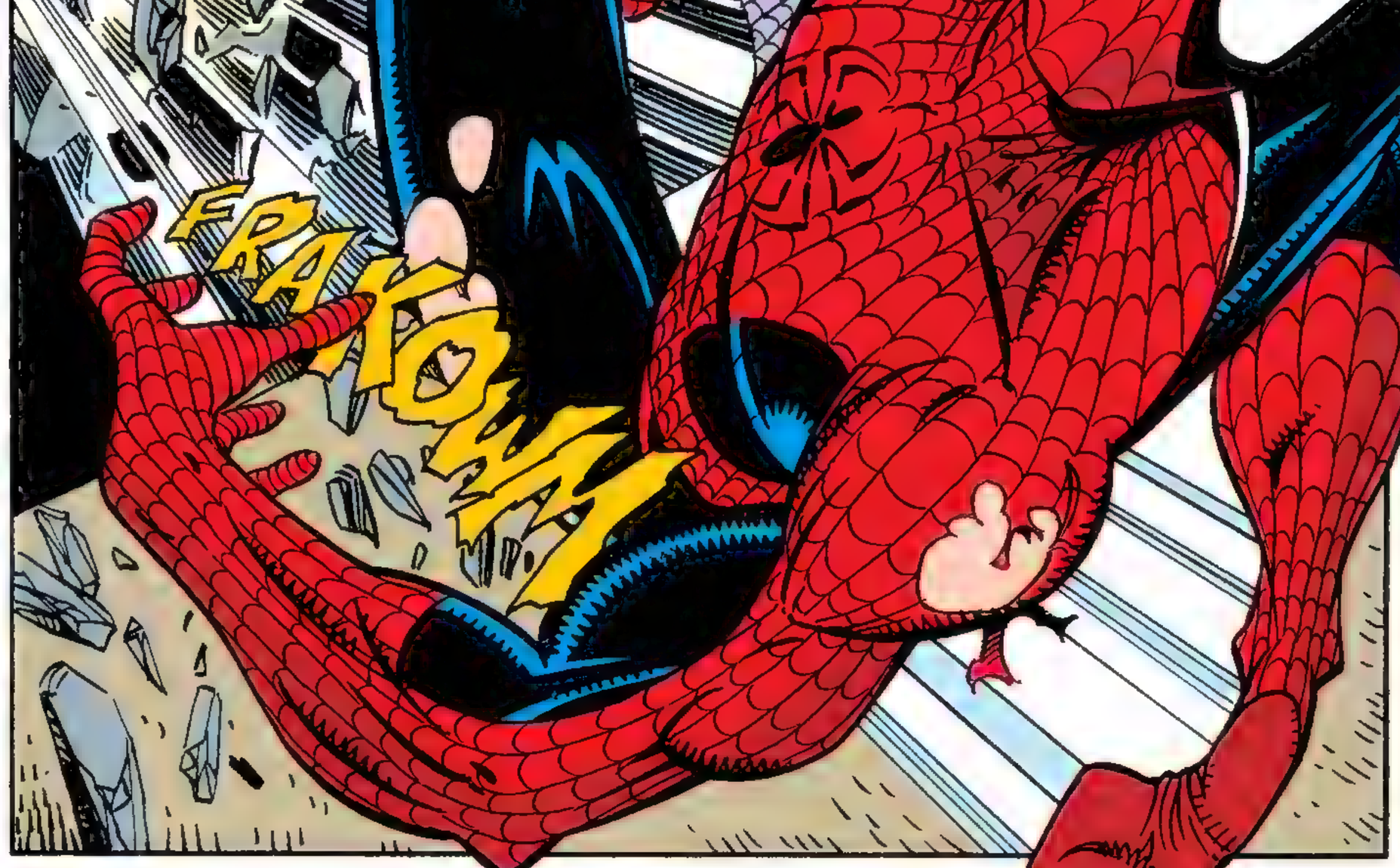



THAT WINDOW WILL AFFORD NO ESCAPE! FOR YOU'LL RUN NOWHERE--
--ONCE YOUR LEGS HAVE BEEN CUT FROM YOUR--

STOP IT!
YOU!
ZZAT

OUCH.

--ON ME!


FRAK

GONE! AND RESEARCH INTO HIS METHODS INDICATES THAT THE FOX IS A CANNY FOE, A MASTER OF *EVASION*! HE'S SOMEHOW EVEN JAMMING MY ARMOR'S SCANNING DEVICES.

THIS COMPOUND OFFERS ENDLESS OPPORTUNITIES FOR CONCEALMENT! BY THE TIME I LOCATED HIM, THE *AUTHORITIES* WOULD LIKELY HAVE ARRIVED! AND AS I SAID:

THIS IS A *PRIVATE* AFFAIR!

STILL, THERE IS ONE GOAL I MAY YET OBTAIN:

SATISFACTION!

OOOOO...! H-HEAD... SPINNING! D-DIFFICULT... TO FOCUS!

HAVEN'T TAKEN HITS... L-LIKE THIS... IN A LONG TIME!

WHEW! S-SO DIZZY! HARD TO... STAND! THANK HEAVEN... I DON'T HAVE TO WORRY ABOUT...

WOULD YOU LIKE TO KNOW *WHY* YOU'RE GOING TO DIE?

...DOOM?

THE *DRAGON'S EGG* BELONGED TO THE MOST POWERFUL SORCERESS, AND MOST WONDERFUL *WOMAN*, THIS PLANET HAS EVER KNOWN.

MY MOTHER!

IN AN ATTEMPT TO BOLSTER A POSITIVE IMAGE FOR MY COUNTRY, I AGREED TO THE LOAN OF OUR *CROWN JEWELS* TO A CHARITY FUNCTION. BUT AN EMPLOYEE--

--MAKE THAT, *EX*-EMPLOYEE--

--REMOVED THE *DRAGON EGG* FROM THE VAULT BY MISTAKE! IT IS ONE OF THE FEW MEMENTOS I HAVE OF MY MOTHER, AND YOUR INTERFERENCE HAS DELAYED ITS *RETURN!* FOR THAT, YOUR WRIST MUST BE SLAPPED.

TO *PULP!*

YEAH? SLAP *THIS!*

WHOA! EFFORT ALMOST BLACKED ME OUT!

BETTER HOPE IT DELAYS *DOOM* LONG ENOUGH FOR--

THAP

SVASH

YEOW! WAS ABLE TO LEAP OUT OF THE WAY IN TIME, BUT DOOM'S POWER BLAST IS HITTING THE STOVE! THE--

"-- GAS STOVE!"

BWA-OOOOM!

BREET

A... ALARMS?

BREET

C--CAN HARDLY TELL... WITH THE *RINGING* IN MY EARS!

BREET

I'M HURT BAD! D-DON'T KNOW... IF I CAN *MAKE* IT!

B-BUT I'VE GOT... TO *TRY!* I HAVE A WIFE! A *LIFE!*

WORKOUT GYM?

M-MAYBE I CAN SET UP... AN *AMBUSH!*

AND, BLAST IT... I WON'T LET HIM... TAKE THAT FROM ME!

TAKE THE HIGH GROUND! D-DROP DOWN... FROM ABOVE! BEFORE HE--

EEE-YIPE!

ELECTRICITY AGAIN!

KZZZZ

SPIDER-SENSE SLUGGISH! BARELY WARNED ME IN *TIME*--!

BALANCE OFF! H-HARD TO TELL...

...WHICH WAY'S UP!

B-BETTER GRAB SOMETHING!

BREAK MY FALL BEFORE--

OW!

BLEEDING?

GET USED TO IT!

OH, MAN...! G-GOTTA GET HIM... OFF MY BACK!

MAYBE...

THWIP

...IF I BRING SOMETHING DOWN...

KUNGRRMMBLE

...ON HIS BACK--!

PRANCING MITE! THAT INEFFECTUAL EFFORT WAS THE *LAST* BLOW YOU'LL STRIKE AGAINST ME!

EVER!

C-CAN'T *FIGHT* HIM! N-NOT FEELING... LIKE *THIS!*

POW

ER

S-SAW SOME *JET-SKIS*... DOWN BY THE DOCKS!

IF I CAN REACH... LONG ISLAND SOUND--!

OOPS. F-FORGOT... ONE LITTLE THING! D-DOCTOR DOOM--

ONLY CHANCE... IS *ESCAPE!*

MAKE PEACE WITH YOUR MAKER!

HUH? HESITATING?! B-BUT--OH. POLICE!

BUYING ME TIME... TO USE MY WITS! PLAY ON DOOM'S VANITY!

VREEOO VREEOO

J-JUST WISH... I COULD THINK STRAIGHTER!

YOU FIGURE... YOU CAN KILL ME! BUT WHAT IF YOU CAN'T? WHAT IF THIS JEWEL BUSINESS GETS OUT... TO REPORTERS?

DO YOU REALLY WANT YOUR MOM'S NAME... ALL OVER THE TABLOIDS?

HNPH! MY MOTHER'S MEMORY DESERVES DIGNITY! NOT THE GAWKING CURIOSITY OF THE MASSES!

--CAN FLY!

THEN GIVE ME TWENTY-FOUR HOURS! I-I'LL FIND THE FOX! AND GET THE JEWEL BACK!

HOW 'BOUT IT?

PATIENCE IS A KINGLY VIRTUE.

VERY WELL. TWENTY-FOUR HOURS.

NOT ONE SECOND MORE!

FAIL ME... AND YOU WILL BOTH DIE.

WHEW! G-GUESS I GOT... OUT OF *THAT* ONE!

Q-QUESTION NOW IS...

...WHAT HAVE I GOTTEN *INTO*?

MERCIFUL HEAVENS, WHAT HAVE I GOTTEN MYSELF *INTO*?!

ALL I WANTED WAS ONE FINAL SCORE! FUNDS ENOUGH TO PROVIDE A COMFORTABLE RETIREMENT ON THE FRENCH RIVIERA!

BUT IT SEEMS IN FINANCING *THAT* CAPER, I SOLD A BAUBLE THAT BELONGED TO A MADMAN'S MUM!

BETTER PUT THE DIAMOND SAFELY AWAY--

--AND THEN *GET* TO WORK RETRIEVING THAT BLOODY *EMERALD*!

AND I THOUGHT I'D *ACHIEVED* THAT WHEN I PROCURED THE *TRASK DIAMOND*!

WELL, MAYBE THE FIRST THING ...*yawn*... TOMORROW...

TOMORROW; A FAMILIAR SOHO LOFT...

UUUUUUU...

GUESS I DIDN'T SLEEP SO WELL... MARY JANE. FEEL KINDA... WOOZY.

MAYBE I SHOULD STAY HOME TODAY, HON.

I COULD CALL IN SICK AT THE T.V. STUDIO...?

NAH! WHAT WOULD "SECRET HOSPITAL" DO WITHOUT ITS JUNIOR VIXEN?

I'LL BE FINE.

WELL, OKAY. BUT YOU CALL A DOCTOR IF--

I WILL!

PROMISE.

BRUISES HEALING.

CUTS SCABBED OVER.

JUST WISH MY *HEAD* WOULD CLEAR!

WELL, BETTER FACE THE DAY... *ugh!*

THOUGHT OF WEB-SWINGING... MAKING ME *NAUSEOUS!*

M-MAYBE I'D BETTER GIVE SPIDEY... THE DAY OFF!

WHILE UPTOWN, SOMEONE ELSE IS ALSO FEELING ILL...

Y-YOU'VE ALREADY SOLD IT??

I'M A FENCE, MR. FOX. IT'S MY JOB.

MATTER OF FACT, I HAD A STANDING ORDER FOR THAT PARTICULAR ITEM. IT WAS THE FIRST PIECE I MOVED.

B-BUT, IT'S IMPERATIVE THAT I GET IT BACK! LITERALLY A MATTER OF LIFE OR DEATH!

YOU MUST TELL ME WHERE TO FIND IT!

COME, COME, MR. FOX. WE'RE BOTH PROFESSIONALS.

YOU KNOW I COULDN'T POSSIBLY VIOLATE CLIENT CONFIDENTIALITY.

I MIGHT CONSIDER BEING SYMPATHETIC FOR, OH... EVERYTHING YOU HAVE?

BUT I TOLD YOU IT'S A MATTER OF--

--OH, I UNDERSTAND.

HOW MUCH?

THUP

MAURICE, CHECK THE GENTLEMAN'S POCKETS FOR CHANGE.

HOW HUMILIATING...!

WHILE UPTOWN...

WHEW! W-WISH I COULD... THINK STRAIGHT! MAYBE I COULD FIGURE OUT... WHY I DO IT! WHY I ALWAYS LET THE BLACK FOX GO!

I MEAN, W-WHY AM I SO SOFT-HEARTED... ABOUT ONE OLD MAN?

EVER THINK IT'S BECAUSE HE REMINDS YOU--

BIG AL'S

HUH?

--OF ME?

U-UNCLE BEN? BUT AREN'T YOU...

...DEAD?

LOU'S BANK + TRUST

EAT

YOU DIDN'T THINK A LITTLE THING LIKE THAT'D KEEP ME FROM HELPIN' MY FAVORITE NEPHEW, DIDJA?

OH, OF COURSE NOT. HOW... SILLY OF ME!

BUT WHAT DID YOU MEAN?

...ABOUT THE BLACK FOX REMINDING ME OF YOU?

WELL, REMEMBER HOW YOUR AUNT MAY AND I RAISED YOU..

?

"--AFTER YOUR *PARENTS* DIED SO YOUNG? YOU WERE THE SON WE NEVER HAD, AND WE LOVED YOU MORE THAN ANY-THING!

"I GUESS THAT'S WHY YOU DIDN'T TELL ME WHEN THAT RADIOACTIVE *SPIDER* BIT YOU--

"--AND GAVE YOU FANTASTIC *POWERS!*

"BUT YOU HAD YOUR OWN LIFE TO LEAD...YOUR OWN FRIENDS--AND *ENEMIES.*

"YOU WERE YOUNG.

"AND YOUTH IS FOR MAKING MISTAKES--

"--LIKE WHEN YOU TRIED TO MAKE YOUR NEW ABILITIES *PAY* --

"--AND WHEN YOU WERE SO FULL OF YOURSELF, YOU LET A *BURGLAR* GO, FIGURING IT WASN'T *YOUR* PROBLEM!

"BUT I UNDERSTOOD. REALLY! EVEN THAT NIGHT WHEN YOU CAME HOME TO FIND THAT SAME BURGLAR YOU'D LET GO--

"--HAD KILLED *ME!*"

YOU FELT PARTLY TO BLAME FOR MY DEATH. SO MAYBE *THAT'S* WHY YOU HAVE A PROBLEM DEALING WITH OLDER FOLKS, LIKE THAT *DOMINIC FORTUNE* CHARAC-TER!

YOU LET *HIM* GET AWAY WITH *ANY-THING!*

YOU MEAN... I- I'M EASY ON THE FOX... BECAUSE I'M AFRAID OF HIS *DISAPPROVAL?*

BECAUSE I THINK YOU WERE *DISAPPOINTED* IN HOW I HANDLED THAT *BURGLAR*?

LOOK, SON, YOU'RE A GOOD YOUNG MAN.

IN FIFTY YEARS, YOU'LL BE A GOOD *OLD* MAN. BUT THE BLACK FOX WAS PROBABLY A CROOK AS A KID, AND HE'S A CROOK *NOW*!

GREY HAIR AND WRINKLES DON'T CHANGE A PERSON AT THE *CORE*!

YEAH... I-I GUESS.

I'M PROUD OF YOU, PETE. YOU'VE BUILT UP A FINE SENSE OF CARING, OF *RESPONSIBILITY*.

AND THE ONLY WAY YOU COULD *REALLY* DISAPPOINT ME--

-- WAS IF YOU WEREN'T TRUE TO *THAT*!

H-HIYA... DOC SWANN... A-ANNE-MARIE! I-I'D LIKE YOU TO MEET... MY UNCLE!

HE... H-HE'S *DEAD*.. Y'KNO--

EEEEK!

PETER--!

QUICKLY, GIRL! CALL AN *AMBULANCE*!

YOU... YOU'RE RIGHT... U-UNCLE BEN, AS ALWAYS. THANKS!

WELL... H-HERE WE ARE... AT THE LAB!

--OOOOOOO...

SIRENS WAIL.

BUT AT THE LATVERIAN EMBASSY VICTOR VON DOOM HEARS ONE SOUND ONLY:

THE TICKING OF THE CLOCK!

GOOD NEWS, SIRE! OUR SEARCH OPERATIVES HAVE FILED A *POSITIVE* REPORT! SHALL I READ IT FOR YOU?

SH-SHALL I *GULP* LEAVE?

NINE HOURS, FOURTEEN MINUTES.

SEVEN SECONDS...

UNFORTUNATELY, PETER PARKER SPENDS SEVERAL OF THOSE HOURS IN THE EMERGENCY WARD OF BLESSING HOSPITAL.!

WHERE...

YOUR CONCUSSION IS MILD, MR. PARKER, CONSISTENT WITH YOUR HAVING FALLEN DOWN A FLIGHT OF STAIRS. BUT ARE YOU SURE YOU HAVEN'T HAD ANY... DELUSIONS? ABERRATIONS?

THEY'RE QUITE COMMON WITH THIS TYPE OF INJURY.

UH, NO! N-NONE AT ALL!

CAN'T TELL HER THE TRUTH! LIKE I CAN'T TELL HER THE REAL REASON I WAS INJURED WAS BECAUSE DOCTOR DOOM SLAMMED ME THROUGH A COUPLE OF BUILDINGS!

TAKE ONE OF THESE EVERY FOUR HOURS.

THANKS, DOCTOR JESSUP. I'M FEELING BETTER NOW.

AND I'D FEEL BETTER--

--IF YOU'D RECONSIDER STAYING OVERNIGHT FOR OBSERVATION!

SO WOULD I!

SORRY, TOO MANY THINGS TO DO. BUT I'LL BE CAREFUL-- I PROMISE!

AND SOON, IN SOHO...

I STILL DON'T LIKE IT.

RATES
2.25
125.

YOU SHOULD HAVE STAYED IN THE HOSPITAL! YOU'RE NOT WELL!

AT LEAST NOT AS WELL AS YOU *THINK* YOU ARE!

LOOK, M.J., THAT TALK WITH "UNCLE BEN" MAY HAVE BEEN AN *HALLUCINATION* CAUSED BY THE INJURY--

--BUT IT WAS STILL A CONVERSATION WITH MY *SUBCONSCIOUS!* MAYBE THERE *IS* SOMETHING TO THIS "FATHER FIGURE" BUSINESS. AND TO HONOR UNCLE BEN'S MEMORY--

--I'VE GOT TO BE TRUE TO HIS *SPIRIT.*

PETER! Y-YOU CAN'T BE *SERIOUS!*

YOU'VE GOT A CONCUSSION!

YOU'RE NOT GOING TO PLAY HERO IN *THAT* CONDITION!

I *HAVE* TO BRING THE BLACK FOX IN! IF I WAIT TILL I RECUPERATE--

--THE *SPIDER TRACER* I TAGGED HIM WITH MIGHT FALL OFF, OR RUN OUT OF POWER!

NO, PETER! YOU COULD *REALLY* GET HURT! BAD!

PLEASE DON'T DO THIS!

I HAVE TO.

TRY TO UNDERSTAND.

I'VE UNDERSTOOD A *LOT* IN THIS RELATIONSHIP! AND I'VE *ACCEPTED* THINGS THAT I *COULDN'T* UNDERSTAND!

BECAUSE I LOVE YOU.

BUT, PETER--

--DON'T ASK ME TO UNDERSTAND SUICIDE.

HOURS PASS, AS A SILENT AND SURLY SPIDER-MAN CRISSCROSSES MANHATTAN, SEARCHING FOR A SIGNAL FROM HIS SPIDER-TRACER.

WHILE ON A WESTBOUND BRIDGE, THE BLACK FOX--

--SEEKS SALVATION!

TOOK MOST OF THE DAY, AND ALL OF MY PICK-POCKET EXPERTISE..

--TO FINANCE THE SPECIAL TOOLS I NEED FOR THIS GAMBIT! I HOPE--

THUMP

..eh? CAR JOLTED! WHAT--?!

AH. MUST'VE HIT A *POTHOLE*. MY CRONIES IN BRIGHTON ALWAYS DID SAY THE STREETS OF NEW YORK WERE--

"--FULL OF SURPRISES!"

NEW JERSEY.

THE ISOLATED SANCTUARY OF MILLIONAIRE RECLUSE, ANDREW CARPATHIAN.

A MAN WHO CHERISHES PRIVACY, AND ASSURES IT BY HIRING THE BEST SECURITY EXPERTS. WELL, MAYBE...

...SECOND BEST!

SO I TOLD HER--

--huh?

WHAT THE--?

PHOOF

UUUUUUHHH...

THESE ELECTRIC GOGGLES COST A PRETTY PENCE--

--BUT THEY SHOULD ALLOW ME TO SEE CARPATHIAN'S INFRARED TRIP BEAMS WITH EASE!

SKIPPING OVER THEM, HOWEVER, >PUFF< IS ANOTHER MATTER!

THANK HEAVEN I'M NOT RUSHED! AT LEAST THIS TIME--

"--THERE'S NO ONE CHASING ME!

WHEW! BLOODY GEODESIC DOME!

-- OH, MY. IT APPEARS HE WAS RIGHT!

IT IS TIME.

MY ROBES!

AND I, DIRECT DESCENDANT OF AMBROSE CARPATHIAN, FOUNDER OF THE ORDER, AM HERE TO LEAD YOU TO A NEW BEGINNING!

#17

THIS WOULD HAVE BEEN EASIER TWENTY YEARS AGO!

BUT ALONG WITH REVEALING THAT IT WAS CARPATHIAN WHO BOUGHT THE DRAGON'S EGG, MY "GENEROUS" FENCE ADVISED CAUTION, AND--

THE ARCANE ORDER OF THE NIGHT IS HERE TO SERVE YOU, MASTER ANDREW!

AS YOU'VE READ IN OUR SCRIPTURES, MY REVERED ANCESTOR--

"-- BROUGHT A SENTIENT SWARM OF *CARNIVOROUS INSECTS* TO NEW YORK AT THE TURN OF THE CENTURY! THAT SWARM WAS RECENTLY *UNLEASHED*--

"-- ONLY TO BE SUBDUED BY THE GUILE OF COSTUMED PROTECTORS! *

*IN SPECTACULAR SPIDER-MAN #169-170, -- DANNY.

"WHEN THE SWARM WAS EXILED TO SPACE, MY FORERUNNER'S DREAM OF A NEW WORLD-- IN WHICH *WE* WOULD HOLD POWER--DIED!

"BUT I HAVE FOUND A WAY TO *RESURRECT* THE DREAM!

THIS MACHINE WILL CALL THE HOLY SWARM *BACK* TO EARTH, TO PURIFY THE PLANET OF ALL BUT OUR KIND!

AND TONIGHT, AT LAST, WE HAVE THE OCCULT ENGINE--

--WITH WHICH TO *POWER* THE *MACHINE!*

THAT'S WHY HE WANTED THE DRAGON'S EGG?! OH, DEAR. THIS IS *NOT* WHAT I EXPECTED!

ME, NEITHER!

BEEP! ;GULP< Y-YOU?? ;gasp<

I FOUGHT THAT SWARM BEFORE! IF IT'S ALLOWED TO RETURN, LITERALLY *MILLIONS* COULD DIE!

WE'VE GOT TO STOP IT!

W... ;wheez< W-W-WE?!

KALEESH

WHA--?

PH-

PH-

PHOOF

CHOKE

I AM FRIGHTENED, YES! BUT, BLESS ME--

--I LOVE A GOOD ROW!

SMOKE-BLASTERS SEEM TO BE CONFUSING OUR--"OUR"?--FOES!

AND SPIDER-MAN IS WELL TAKING ADVANTAGE OF THAT!

BWOK

THESE CULTISTS ARE ENTHUSIASTIC, BUT NOT TERRIBLY WELL ARMED!

GOOD THING, TOO! MY HEAD'S STARTING TO THROB!

AGH! hng

BLAM

oonf S-SLOWING DOWN!

OVERDUE FOR MY MEDICATION!

T-TAKING HITS I SHOULDN'T!

AGH! hng

BLAM

BUT NOT EACH OTHER!

MISSED ME!

MERCIFUL HEAVENS! THIS IS JUST LIKE THE OLD DAYS!

TAKE THAT, BLACKGUARD!

FINALLY! LOOKS LIKE WE'RE GETTING THINGS UNDER CONTROL!

BETTER GRAB THAT *POWER GEM* BEFORE--

NOW!

YIKE! *BULLETS* FLYING THICKER THAN LIES AT A POLITICAL RALLY! WHAT--

"-- OH, MAN! CARPATHIAN MUST'VE CALLED IN THE RESERVES! HIS *HOLY SOLDIERS* OR WHATEVER!"

I-I JUST REMEMBERED--

-- THE "OLD DAYS" WEREN'T ALL THAT BLOODY *PLEASANT!*

TROOPS KEEPING ME FROM THE MACHINE!

SWARM STARTING TO MATERIALIZE!

BIG

YOUR TIME IS UP.

BACK, LACKEYS!

I'VE NO QUARREL WITH YOU!

SHVAK

SHVAK

MY SPIES REPORT THAT THE BLACK FOX IS HERE!

THEN YOU'VE COME TO HELP!

ON THE CONTRARY. I'VE COME FOR THE JEWEL -- NOTHING MORE!

WHAT THE HECK NOW?

ALL RIGHT, DOOM!

IF THAT'S THE WAY IT HAS TO BE...!

LIKE IT OR NOT, DOOM IS HELPING--

--'CAUSE THESE FANATICS DON'T REALIZE HE'S JUST A SPECTATOR!

THEY'RE SO WORRIED ABOUT HIM, THEY'RE LETTING ME GET MY SHOTS IN!

VISION BLURRING!

BUT I CAN'T QUIT!

EVEN IF IT MEANS--

--GOING THROUGH THESE HOOD-HEADS--

--ONE-BY-ONE!

CAN'T LET MYSELF--

-- WON'T LET MYSELF--

-- BLACK OUT!

THERE'S JUST TOO MUCH AT STAKE! TOO MUCH DEPENDING ON--

GOT IT!

--ME!

CULTISTS TAKING A POWDER, TOO!

LOOKS LIKE ANDY AND THE ARCANE ORDER--

"--LOST THIS ONE."

MACHINE WINDING DOWN! SWARM FADING!

I KEPT MY PROMISE, DOOM.

HERE.

AS IT SHOULD BE.

AND NOW... FOR YOU!

W-WAITAMINIT! WE HAD A BARGAIN--!

OUR AGREEMENT CONCERNED A STOLEN OBJECT--NOT THE *CUTPURSE* WHO TOOK IT!

BUT WHERE'S THE GLORY IN KILLING *HIM*? HE DIDN'T MEAN TO TAKE ANYTHING FROM *YOU*. HE'S JUST A FRAIL OLD MAN!

V-VERY FRAIL!

≈KOFF≈ KOFF≈

A-AND VERY OLD!

THERE IS TRUTH IN WHAT YOU SAY.

STILL, HONOR DEMANDS *PUNISHMENT*.

PERHAPS--

--THIS *BAUBLE* MY MINIONS RECOVERED FROM THE FOX'S LAIR?

≈GASP≈ THE *TRASK DIAMOND*! B-BUT--

--THAT'S SUPPOSED TO FINANCE MY *RETIREMENT*!

IT'S BOUGHT A *LESSON* INSTEAD; LEARN IT WELL.

THIS HAS VALUE. IT IS THE SYMBOL OF A BLOOD-LINE.

WHILE *THIS* IS NOTHING...

...BUT THE PRICE OF *PERFIDY*!

K-K-KCHFFF

FOX...?

WHA--OH, YES. I-I SUPPOSE I SHOULD THANK YOU--

--FOR SAVING MY LIFE! MOST GENEROUS! TA-TA, NOW!

THE SCORE IS SETTLED.

NOT THIS TIME, FOX. YOU'RE COMING WITH ME!

?!?

B-BUT, WHAT YOU SAID IS TRUE! I *AM* OLD! AND FRAIL!

I-I'D NEVER *SURVIVE* PRISON! PLEASE, SON, HAVE PITY!

I SWEAR I'LL HANG UP MY JUMPSUIT FOR *GOOD* IF YOU'LL JUST--

SAVE IT.

THE NEXT FEW DAYS ARE GOING TO BE ROUGH. I'VE STILL GOT A *CONCUSSION* TO HEAL!

AND MARY JANE'S GOING TO BE UPSET FOR QUITE A WHILE!

IT'LL TAKE TIME, AND TALK, AND AFFECTION. BUT I KNOW WE CAN WORK IT OUT. AFTER ALL--

FOR THE *JUDGE!*

:SNIFF:

:CHOKE:

:SH-SHNFF:

--I'M GETTING PRETTY GOOD AT *RECONCILING* THINGS!

THE 350TH END!

An
Erik Larsen
Portfolio

INTO EVERY LIFE, A LITTLE GREATNESS MUST FALL! AND OVER THE YEARS, THE AMAZING SPIDER-MAN HAS CERTAINLY HAD HIS SHARE--

ERIK LARSEN JOHN ROMITA

--INCLUDING MARRIAGE TO THE GREATEST LOVE OF HIS LIFE, MARY JANE WATSON-PARKER!

INCOMPARABLY INKED IN THIS MIGHTY MARVEL BONUS POSTER BY ONE OF SPIDER-MAN'S ORIGINAL GREATS -- JAZZY JOHN ROMITA!

THROUGH THE YEARS, THE WEBSLINGER'S BEEN BLESSED WITH GREAT FRIENDS, SUCH AS THE FANTASTIC FOUR!

(THOUGH HOTHEADED JOHNNY STORM MIGHT REFER TO THEIR RELATIONSHIP AS "COLLABORATIONS OF CONVENIENCE"!)

THE FF ARE INKED HERE BY ONE OF THEIR BEST FRIENDS, JOLTIN' JOE SINNOTT!

ERIK LARSEN · JOE SINNOTT

GREAT ALLIANCES HAVE ALSO BEEN A PART OF SPIDER-MAN'S CAREER, THOUGH SOME HAVE BEEN LESS THAN COMFORTABLE!

ONE SUCH CASE IS HIS OFF-AND-ON PARTNERSHIP WITH DAREDEVIL, THE MAN WITHOUT FEAR!

ERIK LARSEN + AW!

INKED HERE BY A MAN WHO CERTAINLY KNOWS DAREDEVIL-- AL WILLIAMSON!

ALONG THE WAY, SPIDEY'S TEAMED WITH SOME WHO MAY BE FRIEND OR FOE-- OR EVEN A LITTLE OF BOTH! SUCH AS...

...THE COSMIC MANIFESTATION OF THE ENIGMA FORCE, CAPTAIN UNIVERSE!

...THE NAMELESS ANTI-TERRORIST KNOWN ONLY AS SOLO!

...AND THE MYSTERIOUS BETA-POWERED REVENGER CALLED... CARDIAC!

...ALL INKED BY SPECTACULAR SPIDER-MAN'S OWN SAL BUSCEMA!

RECENTLY, SPIDEY'S LOOK WAS RE-VAMPED AND RE-ENERGIZED BY THE AWESOME ARTISTRY OF TODD MCFARLANE (WHOSE ART'S ON THIS SIDE OF THE WEBLINE)--

-- AND HONED TO VIRTUAL PERFECTION BY EVER-LOVIN' ERIK LARSEN (WHO'S DOING THE HONORS ON THIS SIDE).

FOR MOST HEROES, THAT'D BE ENOUGH -- BUT FOR THE AMAZING ONE, IT'S JUST THE BEGINNING! BECAUSE NEXT ISSUE, MAJESTIC MARK BAGLEY TAKES OVER AS PENCILER, TO LEAD EVERYONE'S FAVORITE WALL-CRAWLER INTO A NEW ERA OF GREATNESS! BE HERE!

(OR YOU'LL HAVE TO ASK SOMEONE ELSE WHAT ALL THE EXCITEMENT IS ABOUT!)

MCFARLANE

ERIK LARSEN

PROFILE: Eric Larsen

Writer/Artist on: Artist on AMAZING SPIDER-MAN, writer/artist on WOLVERINE, X-FACTOR and other serials for MARVEL COMICS PRESENTS
Marvel freelance credits (past): THE PUNISHER, an EXCALIBUR serial in MARVEL COMICS PRESENTS, issue of THOR, THE INCREDIBLE HULK, STRANGE TALES, writer/artist on a WOLVERINE/SPIDER-MAN Team-Up in M.C.P.
Marvel freelance credits (present): Drawing a self portrait for MARVEL AGE MAGAZINE.

My place of birth is: Minneapolis, Minnesota though I didn't live there long. I grew up in Mendocino, California and Bellingham, Washington.
People who knew me in high school thought I was: So what am I, a mind reader? Go ask them what they thought and leave me alone.
My hobbies are: Do I look like I have time for hobbies? I've got a monthy book to turn out plus it goes biweekly every summer. Go wan!
My pet peeves are: Smokers, insomnia, dishonest editors like—wait a minute!!!

Is this a trick question? Strike that last part I've got to work in this business! Yow!
My favorite performers are: Elton John, The Eurythmics, Elvis Costello, Fine Young Cannibals, and Jay Leno.
The last good book I read was: *Letters to Beany* by Henry A. Shute.
The last good movie I saw was: *Magnificent Warriors (A Chinese Kung Fu epic).*
If they were making a movie of my life, I'd like to see my part played by: Homer Simpson
My oddest habit is: Holding my pencil funny.
My greatest accomplishment outside the comics field is: Teaching Tammy Fay Baker how to dance the "Funky Chicken," learning to like broccoli, and singing lead in the hit video "Twist and Shout" with the band Patty B and The Dicktones.
The reason I got into comics was: I met the minimumentry level pimple requirement to get the job.
The biggest influences on my work include: Gil Kane, Walt Simonson, Steve Ditko, Jack Kirby, Herb Trimpe, C.C. Beck, Frank Miller, Mike Golden, "Vic and Sade," and my pal Chris Vito.
The single work of which I am most proud is: I'm still struggling with this stuff—nothing really comes to mind. I did like putting Dr. Octopus in a suit.
My greatest unfulfilled ambition in the comics field is: to write and draw 100 issues of a NOVA comic and create a zillion new heroes and villians.
The worst part of my job is: Not getting to draw enough really big fat guys. Not getting to call the shots, not enough time to do as good a job as I'd like.
When nobody's looking I like to: Eat Hostess Snowballs like a man possessed.
The one thing I really want the world to know about me is: I get my hair *cut* this way.

SPIDER-MAN: VENOM RETURNS TPB (1994)
INTRODUCTION BY DANNY FINGEROTH

IN SOMETIMES YOU KNOW WHY THINGS WORK. SOMETIMES YOU DON'T. BUT THE FACT REMAINS: THEY WORK.

SO IT IS WITH VENOM.

SURE, READERS HAD LIKED SPIDEY'S LIVING COSTUME THAT HE BROUGHT HOME FROM THE BEYONDER'S WORLD. SURE, PEOPLE HAD LOVED DAVID'S WRITING AND ERIK'S ART. JUST LIKE THEY HAD LOVED DAVID'S WRITING AND TODD'S ART. SURE, EVERYBODY ENJOYS STORIES ABOUT VENGEANCE-BENT PSYCHOPATHS. BUT WHO'D'VE THOUGHT WHEN YOU PUT THEM ALL TOGETHER...YOU'D COME UP WITH THIS KIND OF PHENOMENON?! IT'S THE KIND OF THING THAT CAN'T BE PLANNED. IT JUST HAPPENS. EVERY MONTH WE DO OUR BEST TO COME UP WITH THE THING THAT'LL MAKE COMICS HISTORY. WE TRY TO PLAN IT. BUT NOBODY REALLY UNDERSTANDS WHAT MAKES ONE COMBINATION OF CREATORS AND CHARACTERS CLICK. BUT THE FACT REMAINS: THEY DO.

VENOM STARTED AS A MYSTERIOUS FIGURE REACHING OUT OF NOWHERE TO PUSH PETER PARKER OUT A WINDOW OR IN FRONT OF A ROARING SUBWAY TRAIN. HE'S ENDED UP AS ONE OF MARVEL'S MOST POPULAR CHARACTERS, HERO OR VILLAIN. AND, WHILE WE ALWAYS FIGURED THE LIVING COSTUME WOULD EVENTUALLY END UP SOME SORT OF CONTINUING CHARACTER IN SPIDEY, WE NEVER IMAGINED IT'D BE EVEN MORE POPULAR ON A BAD GUY THAN ON A GOOD ONE. BUT OUR READERS SHOWED US THE WAY. SO VENOM WENT FROM A ONE-SHOT VILLAIN TO WHAT HE IS TODAY.

VENOM RETURNED.

INSTEAD OF HIS JUST APPEARING IN ONE STORYLINE, FANDOM TOLD US: BRING BACK EDDIE BROCK AND HIS SYMBIOTIC SOULMATE. SO WE DID. AND EACH TIME YOU'VE WANTED MORE.

REPRINTED IN THE PAGES THAT FOLLOW ARE SOME OF THE COOLEST VENOM TALES OF ALL. THEY ALSO FEATURE STYX, STONE, JONATHON CAESAR, AND MANY OTHERS. BUT MOSTLY THEY FEATURE VENOM. AND SPIDEY. GOING AT EACH OTHER IN SOME OF THEIR ALL-TIME GREAT BATTLES.

AND IF THAT ISN'T ENOUGH, JUST WATCH HOW THE SIZE OF VENOM'S MOUTH EVOLVES FROM ISSUE TO ISSUE. THAT ALONE IS WORTH THE PRICE OF ADMISSION.

ENJOY,
DANNY FINGEROTH

MARVEL COMICS

SPIDER-MAN®: VENOM RETURNS™

DAVID MICHELINIE ERIK LARSEN

SPIDER-MAN: VENOM RETURNS TPB COVER ART BY MARK BAGLEY & AL MILGROM

SPIDER-MAN VS. DOCTOR DOOM TPB (1995)
INTRODUCTION BY DAVID MICHELINIE

DOOM.

THE VERY WORD CREAKS WITH SINISTER WEIGHT, GLEAMS IN DARK TEXTURES. IT'S A WORD THAT DOESN'T ROLL TRIPPINGLY OFF THE TONGUE BUT RATHER CLANGS, ECHOING NUANCES OF THREAT, FEAR...AND INEVITABLE ENDING. PRECISELY THE QUALITIES WE SOUGHT TO EXPLORE IN THE STORIES THAT BECAME AMAZING SPIDER-MAN #349 AND #350.

THE PLAN WAS TO TAKE THREE OF MARVEL'S MORE DISPARATE CHARACTERS—SPIDER-MAN, THE BLACK FOX AND VICTOR VON DOOM—AND THEN THROW THEM TOGETHER AND SEE WHAT KIND OF EXCITING STORY SOUP WE COULD COOK UP. BUT GETTING THE SELECTED INGREDIENTS INTO THE PROPER POT PROVED TO BE A PROBLEM IN ITSELF. INITIALLY, I'D PLANNED TO TWEAK SOME NOSES BY TOYING WITH DRAMATIC CONVENTION, AND HAVE A FEW LAUGHS ALONG THE WAY. IT HAD OFTEN STRUCK ME AS CONVENIENT (THOUGH FREQUENTLY NECESSARY) THAT IN A METROPOLIS AS OVERRUN WITH COSTUMED PROTECTORS AS NEW YORK CITY, INDIVIDUAL VILLAINS ALWAYS SEEMED TO BE COUNTERED BY THEIR "PERSONAL" HEROES. SO I CAME UP WITH A TALE WHEREIN THE BLACK FOX JOURNEYS TO NEW YORK SPECIFICALLY TO FIND SPIDER-MAN, AND COMMITS OBVIOUS CRIMES WITH THE ASSUMPTION THAT SPIDEY WILL SHOW UP TO STOP HIM. AFTER ALL, THAT'S WHAT ALWAYS HAPPENED BEFORE. ONLY THIS TIME IT WOULDN'T BE SPIDER-MAN—THE BLACK FOX WOULD BE THWARTED BY CAPTAIN AMERICA, DAREDEVIL AND EVEN THE AVENGERS, BARELY ESCAPING WITH HIS FREEDOM EACH TIME. WHEN HE FINALLY DOES ENCOUNTER SPIDER-MAN, IT WOULD BE WITH A SENSE OF HEARTFELT RELIEF. Y'SEE, THE BLACK FOX HAD BEEN RUNNING FROM DR. DOOM, AND HE FIGURED HE COULD CONVINCE SPIDER-MAN TO SAVE HIS BUTT, SINCE SPIDEY HAD PROVEN TO BE SUCH A SUCKER—ER, HELPFUL FELLOW—IN THE PAST. IT SEEMED LIKE A WORKABLE IDEA, ONE THAT COULD BE A LOT OF FUN WHILE AT THE SAME TIME MOVING OUR CHARACTERS INTO POSITION FOR SOME SLAM-BANG ACTION. BUT THEN AN UNEXPECTED OBSTACLE AROSE, ONE MORE POWERFUL THAN DR. DOOM, GALACTUS AND THE ENTIRE RACE OF SKRULLS COMBINED:

THE EDITOR.

DANNY FINGEROTH, GUIDING HAND OF THE ORIGINAL STORIES IN AMAZING SPIDER-MAN, FELT THAT HAVING A CHARACTER LIKE THE BLACK FOX (WHO'S CLEVER BUT, LET'S FACE IT, COULDN'T PUNCH HIS WAY OUT OF A GREASY TAKE-OUT CHICKEN BAG) ELUDE THE AVENGERS AND SUCH WOULD PORTRAY MARVEL'S MIGHTIEST CHARACTERS IN A SLIGHTLY INCOMPETENT LIGHT. AND, SINCE DANNY WIELDED THE MOST POWERFUL WEAPON SINCE THE FUSION BOMB—THE DREADED BLUE PENCIL—I HAD TO GRUDGINGLY ADMIT THAT HE MIGHT HAVE A POINT. SO WE ALTERED OUR FOCUS TO ELIMINATE EXTRANEOUS HEROES AND HAVE BOTH SPIDEY AND THE FOX (AND, HOPEFULLY, THE READER) SURPRISED BY DOOM'S EVENTUAL APPEARANCE. MY TOKEN REFERENCE TO THE ORIGINAL CONCEPT CAME IN THE FORM OF BLACK FOX'S SINCERE ASTONISHMENT AT SPIDER-MAN'S CONSTANT INTERFERENCE. ("D-DO YOU HAVE A FRANCHISE ON EVERY STREET CORNER?")

THE SOUP WAS BEGINNING TO SIMMER NICELY NOW.

BUT EVEN THOUGH WE HAD OUR PLAYERS IN PLACE, THERE WAS STILL THE QUESTION OF WHAT TO DO WITH THEM, HOW TO LINK THEM TOGETHER WITH OUR THEME OF THREAT, FEAR AND INEVITABLE ENDING. THE THREAT PART SEEMED PRETTY OBVIOUS: DR. DOOM WANTED TO CRUMP THE BLACK FOX, AND WOULD BE PERFECTLY WILLING TO CRUMP SPIDER-MAN IF OUR HAPLESS HERO HAPPENED TO GET IN THE WAY. THE FEAR ASPECT FOLLOWED THAT: BLACK FOX WOULD BE FRIGHTENED FOR HIS LIFE, AND SPIDEY WOULD HAVE TO DEAL NOT ONLY WITH THAT, BUT WITH WORRIES ABOUT HIS OWN LIFE SHOULD HE GET BETWEEN FOX AND DOOM. SO FAR, SO GOOD. BUT...WHAT ABOUT THAT DARNED ENDING?

ON THE SURFACE, THAT SOLUTION SEEMED PRETTY OBVIOUS, TOO: SPIDER-MAN HAD TO DIE. WELL, COME ON! SPIDEY'S A TOUGH-GUY, SURE, BUT DR. DOOM'S TAKEN ON—AND DEFEATED—THE ENTIRE FANTASTIC FOUR! SO IT WAS ONLY LOGICAL THAT DOOM WOULD THOROUGHLY ANNIHILATE SPIDEY IN A ONE-ON-ONE FIGHT. AND WHAT A WAY TO END A 350TH ISSUE, RIGHT? UNFORTUNATELY, DANNY NOTED THAT THE POWERS-THAT-BE MIGHT FROWN UPON US KILLING OFF MARVEL'S MOST POPULAR—AND PROFITABLE—SINGLE CHARACTER. "COWARDS!" I CRIED. "HAVE THEY NO COURAGE? LET'S BE DARING! LET'S BE BOLD—!" THEN DANNY POINTED OUT THAT IF SPIDEY DIED, I'D BE OUT OF A JOB. "LET'S BE REASONABLE!" I AMENDED.

WHICH LED US BACK TO THE PROBLEM OF THE ENDING. WE HAD TO HAVE SPIDEY AND DOOM DUKE IT OUT PERSONALLY, MANO-A-MANO. THE READERS WOULD BE DISAPPOINTED IF WE DIDN'T, AND TO BE PERFECTLY HONEST, IT WAS JUST TOO TEMPTING AN ACTION SEQUENCE TO PASS UP. BUT HOW TO LET SPIDER-MAN SURVIVE BELIEVABLY, WITHOUT RESORTING TO GIMMICKS OR TRICKS? THE ANSWER PRESENTED ITSELF THROUGH AN EXAMINATION OF THE CHARACTER: WHAT WAS SPIDEY'S GREATEST ASSET, THE SINGLE ABILITY OR POWER THAT NO OTHER CHARACTER IN THE MARVEL UNIVERSE COULD MATCH? THERE WAS ONLY ONE ANSWER.

PETER PARKER'S BRAIN.

IF YOU HAVEN'T ALREADY READ THE STORIES, I WON'T SPOIL THINGS BY GIVING TOO MUCH AWAY. SUFFICE TO SAY THAT SOMETIMES STRIKING A BARGAIN CAN BE LESS PAINFUL THAN STRIKING A FOE; BARGAINS RARELY STRIKE BACK. THIS ALSO GAVE US THE OPPORTUNITY TO THROW IN A TWIST. NORMALLY, A BIG BATTLE BETWEEN HERO AND VILLAIN IS SAVED FOR THE END, AND ITS CONCLUSION ALSO SERVES AS THE STORY'S CONCLUSION. BUT BY PLACING OUR FIGHT AT THE BEGINNING OF PART TWO, WE PRESENTED THE READER WITH THE MUSICAL QUESTION, "HUH?", WHICH, IN TURN, GAVE THEM A COMPELLING REASON TO KEEP READING. IT ALSO GAVE US A REASON FOR BRINGING OUR CHARACTERS BACK TOGETHER AGAIN, THIS TIME WITH A COMMON FOE AND UNEXPECTED ALLIANCES. MORE IMPORTANTLY, WE WERE ABLE TO DRAW PARALLELS BETWEEN DOOM'S NOBILITY, BORN FROM HIS POSITION AS MONARCH OF LATVERIA, AND THE MORE COMMON (THOUGH EQUALLY DEEP-ROOTED) NOBILITY IN THE HEART OF PETER PARKER. SPIDER-MAN'S HONOR, HONESTY AND ETHICS HAVE ALWAYS BEEN THE EQUAL OF ANY KING'S. HE JUST DOESN'T GET THE PERK OF WEARING A CROWN.

SO WE HAD OUR ENDING. BUT THESE STORIES MARKED OTHER ENDINGS AS WELL. MEGA-TALENT ERIK LARSEN CHOSE THEM AS HIS SWAN SONG ON AMAZING, AND PULLED OUT ALL THE STOPS. ERIK'S GONE ON TO ELEVATE GREEN-SKINNED GUYS WITH FINS ON THEIR HEADS TO NEW HEIGHTS OF POPULARITY, BUT WE THINK THESE STORIES REMAIN AS SHINING EXAMPLES OF THE BRAIN-BLASTING WONDER THAT WAS LONG A TRADEMARK OF THE LARSEN/EMBERLIN TEAM.

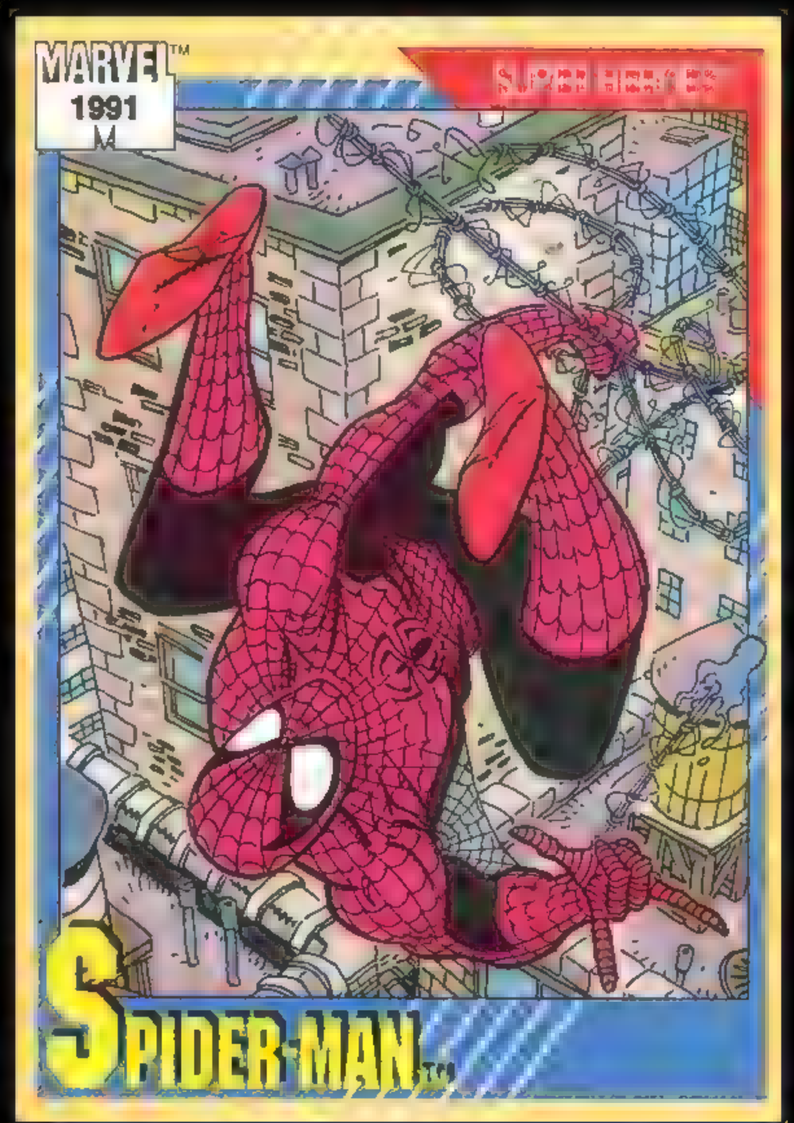
SO COME ALONG AS DOOM DRAWS US IN. FEEL THE THREAT...TASTE THE FEAR...AND SHARE THE ROLLER-COASTER RIDE TO THE INEVITABLE ENDING! ENJOY THE SOUP.

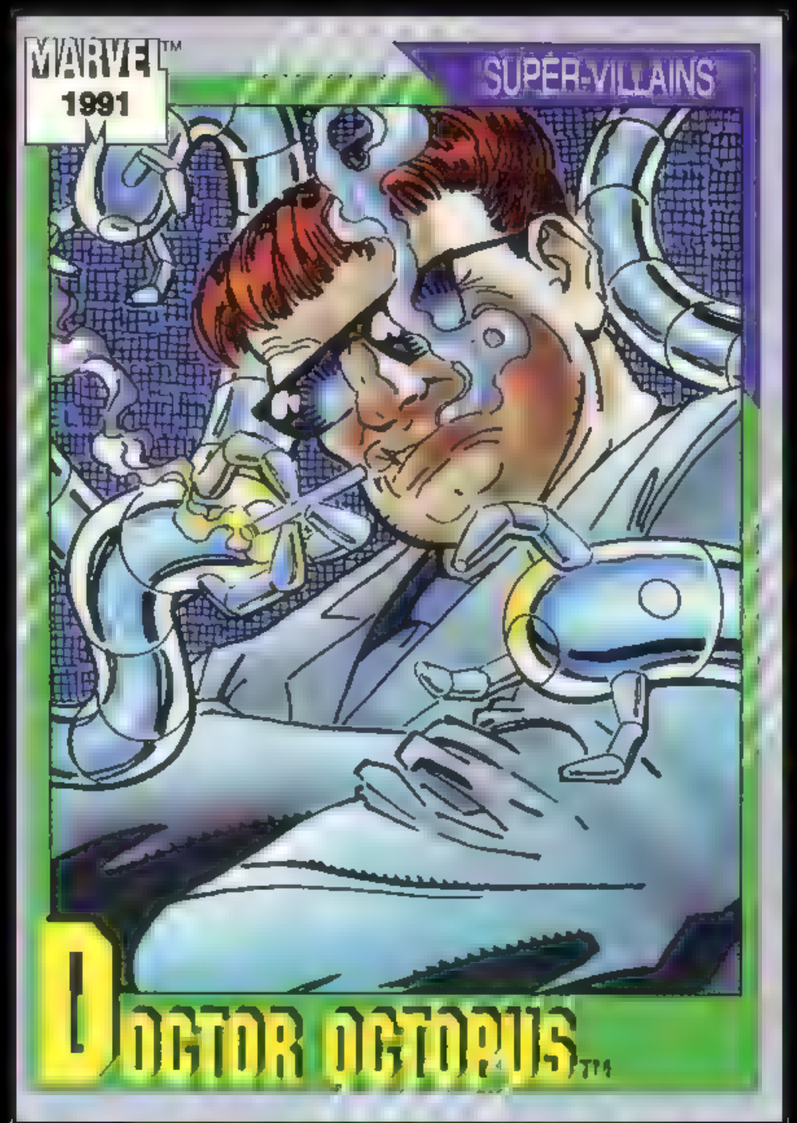
—DAVID MICHELINIE

MARVEL ILLUSTRATED: THE SWIMSUIT ISSUE CENTERSPREAD PINUP POSTER BY JOE JUSKO

MARVEL FANFARE #57 PINUP BY NORM BREYFOGLE

MARVEL SUPER-HEROES #15 PINUP BY KERRY GAMMILL





MARVEL UNIVERSE SERIES II TRADING-CARD ART BY ERIK LARSEN & AL GORDON

MARVEL UNIVERSE SERIES III TRADING-CARD ART BY ERIK LARSEN

SPIDER-MAN: SINISTER SIX PREMIERE HC COVER ART BY ERIK LARSEN, AL GORDON & CHRIS SOTOMAYOR

SPIDER-MAN: SINISTER SIX PREMIERE HC BACK-COVER ART BY ERIK LARSEN, WALTER SIMONSON & CHRIS SOTOMAYOR

SPIDER-MAN: THE VENGEANCE OF VENOM TPB COVER ART BY ERIK LARSEN, RANDY EMBERLIN & THOMAS MASON

Who will join master planner Otto Octavius in the most Sinister Six of all? Spidey is about to find out, but defeating this sextet of his most ruthless foes will test him like never before — and in the aftermath, Peter's tremendous sense of responsibility will lead him to give up his powers! Is this Spider-Man no more? Normal life isn't so great when the Scorpion attacks, and the Black Cat must leap to the rescue. Fingers crossed that the web-slinger will be back in action by the time Venom returns, the Avengers assemble, and Doctor Doom arrives in town! Plus: Peter and Mary Jane's romantic getaway in Scotland turns into a haunted second honeymoon!

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21

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